



# **ROYAL BANK OF CANADA**

## **ANNUAL INFORMATION FORM**

**November 29, 2022**

## CAUTION REGARDING FORWARD-LOOKING STATEMENTS

From time to time, we make written or oral forward-looking statements within the meaning of certain securities laws, including the “safe harbour” provisions of the *United States Private Securities Litigation Reform Act* of 1995 and any applicable Canadian securities legislation. We may make forward-looking statements in this Annual Information Form and in the documents incorporated by reference herein, in other filings with Canadian regulators or the United States (U.S.) Securities and Exchange Commission (SEC), in reports to shareholders, and in other communications. Forward-looking statements in this document and in the documents incorporated by reference herein include, but are not limited to, statements relating to our financial performance objectives, vision and strategic goals, the economic, market, and regulatory review and outlook for Canadian, U.S., U.K., European and global economies, the regulatory environment in which we operate, the impact from rising interest rates, the expected closing of the transaction involving HSBC Bank Canada, the Strategic priorities and Outlook sections for each of our business segments, the risk environment including our credit risk, market risk, liquidity and funding risk as set out in our 2022 Management’s Discussion and Analysis for the fiscal year ended October 31, 2022 (the 2022 Management’s Discussion and Analysis), the direction of the coronavirus (COVID-19) pandemic and its potential impact on our business operations, financial results, condition and objectives and on the global economy and financial market conditions, and our climate- and sustainability-related beliefs, targets and goals (including our net-zero and sustainable finance commitments). The forward-looking information contained in this Annual Information Form and in the documents incorporated by reference is presented for the purpose of assisting the holders of our securities and financial analysts in understanding our financial position and results of operations as at and for the periods ended on the dates presented, as well as our financial performance objectives, vision and strategic goals, and may not be appropriate for other purposes. Forward-looking statements are typically identified by words such as “believe”, “expect”, “foresee”, “forecast”, “anticipate”, “intend”, “estimate”, “goal”, “commit”, “target”, “objective”, “plan” and “project” and similar expressions of future or conditional verbs such as “will”, “may”, “might”, “should”, “could” or “would”.

By their very nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties, which give rise to the possibility that our predictions, forecasts, projections, expectations or conclusions will not prove to be accurate, that our assumptions may not be correct, that our financial performance, environmental & social or other objectives, vision and strategic goals will not be achieved, and that our actual results may differ materially from such predictions, forecasts, projections, expectations or conclusions. We caution readers not to place undue reliance on these statements as a number of risk factors could cause our actual results to differ materially from the expectations expressed in such forward-looking statements.

These factors – many of which are beyond our control and the effects of which can be difficult to predict – include: credit, market, liquidity and funding, insurance, operational, regulatory compliance (which could lead to us being subject to various legal and regulatory proceedings, the potential outcome of which could include regulatory restrictions, penalties and fines), strategic, reputation, competitive, model, legal and regulatory environment, systemic risks, and other risks discussed in the risk sections of our Annual Report for the fiscal year ended October 31, 2022 (the 2022 Annual Report) including business and economic conditions in the geographic regions in which we operate, Canadian housing and household indebtedness, information technology and cyber risks, geopolitical uncertainty, environmental and social risk (including climate change), digital disruption and innovation, privacy, data and third-party related risks, regulatory changes, culture and conduct risks, the effects of changes in government fiscal, monetary and other policies, tax risk and transparency, and the emergence of widespread health emergencies or public health crises such as pandemics and epidemics, including the COVID-19 pandemic and its impact on the global economy, financial market conditions and our business operations, and financial results, condition and objectives. Additional factors that could cause actual results to differ materially from the expectations in such forward-looking statements can be found in the risk section of our 2022 Annual Report.

We caution that the foregoing list of risk factors is not exhaustive and other factors could also adversely affect our results. When relying on our forward-looking statements to make decisions with respect to us, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Material economic assumptions underlying the forward-looking statements contained in this Annual Information Form are set out in the Economic, market and regulatory review and outlook section and for each business segment under the Strategic priorities and Outlook headings in our 2022 Annual Report. Except as required by law, we do not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by us or on our behalf.

Additional information about these and other factors can be found in the risk sections of our 2022 Management’s Discussion and Analysis contained in our 2022 Annual Report.

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\*Notes 19, 20, 25 and 33 to the 2022 Annual Consolidated Financial Statements for the fiscal year ended October 31, 2022 (the 2022 Annual Consolidated Financial Statements) for Royal Bank of Canada are incorporated by reference herein.

INFORMATION IS AT OCTOBER 31, 2022, UNLESS OTHERWISE NOTED.

## CORPORATE STRUCTURE

### Name, Address and Incorporation<sup>1</sup>

Royal Bank of Canada is a Schedule I bank under the *Bank Act* (Canada), which constitutes its charter. The Bank was created as Merchants Bank in 1864 and was incorporated under the “Act to Incorporate the Merchants’ Bank of Halifax” assented to June 22, 1869. The Bank changed its name to The Royal Bank of Canada in 1901 and to Royal Bank of Canada in 1990.

The Bank’s corporate headquarters are located at Royal Bank Plaza, 200 Bay Street, Toronto, Ontario, Canada and its head office is located at 1 Place Ville-Marie, Montreal, Quebec, Canada.

### Intercorporate Relationships

Information about intercorporate relationships with principal subsidiaries, including place of incorporation and percentage of securities owned by the Bank, is provided in Appendix A.

## GENERAL DEVELOPMENT OF THE BUSINESS

### Three Year History

Our business strategies and actions are guided by our vision, “To be among the world’s most trusted and successful financial institutions.” Our three strategic goals are:

- In Canada, to be the undisputed leader in financial services;
- In the U.S., to be the preferred partner to corporate, institutional and high net worth clients and their businesses; and
- In select global financial centres, to be a leading financial services partner valued for our expertise.

In 2020, the Canadian economy contracted and the unemployment rate rose after COVID-19 containment measures led to an unprecedented decline in economic activity. The U.S. economy also contracted and GDP in the Euro area and the U.K. declined amid the spread of the COVID-19 pandemic and containment measures. In 2020, RBC reported net income of \$11.4 billion, down 11% from the prior year, reflecting higher provisions for credit losses, as the Bank built reserves given the unprecedented challenges brought on by the COVID-19 pandemic, in addition to the impact of lower interest rates. Lower results in Personal & Commercial Banking and Wealth Management were partially offset by robust earnings in Capital Markets, as well as higher results in Investor & Treasury Services and Insurance.

In 2021, the Canadian economy showed growth. Although the unemployment rate remained above pre-pandemic levels, labour markets improved substantially and household purchasing power continued to be supported by large amounts of savings. The U.S. economy also showed growth and similarly, in the Euro area and the U.K., GDP rose amid the lifting of containment measures across member states.

In 2021, RBC reported net income of \$16.1 billion, up 40% from the prior year, reflecting higher earnings in Personal & Commercial Banking, Capital Markets, Wealth Management, and Insurance, partially offset by lower earnings in Investor & Treasury Services, as well as releases of provisions on performing loans primarily driven by improvements in our macroeconomic and credit quality outlook. 2021 also saw the

<sup>1</sup> When we say “we”, “us”, “our”, or “RBC”, we mean Royal Bank of Canada and its subsidiaries, as applicable. References to “the Bank” mean Royal Bank of Canada without its subsidiaries.

appointments of Nadine Ahn to the role of Chief Financial Officer and Maria Douvas to the role of Chief Legal Officer. Neil McLaughlin also assumed responsibility for RBC Ventures.

In 2022, while global inflation pressures eased with the price of key commodities and shipping costs declining from peak levels, inflation pressures broadened across a wide array of goods and services. Consumer demand continued to outpace available supply, and labour shortages drove wages higher, adding to potentially longer-lasting price pressures. Central banks are responding by increasing interest rates more quickly than previously expected. Higher interest rates, elevated inflation and a decline in the value of equities are reducing household confidence and purchasing power. In Canada, output growth was supported by recovery from the COVID-19 pandemic in the travel and hospitality sectors and increased activity in the oil and gas and mining sectors reflecting higher global commodity prices. The U.S. and Canadian economies are expected to undergo moderate recessions in calendar 2023. In the U.S., while inflation rates began to decrease as global supply chain disruptions eased, and the price of gasoline declined from higher levels in the spring, price growth remained very high and broad-based. Recessions in the Euro Area and the U.K. have likely already started with higher interest rates adding to surging inflation and disruptions from the war in Ukraine. Bond yields have increased substantially from the second calendar quarter of 2022 as central banks respond to high inflation.

In 2022, RBC reported net income of \$15.8 billion, down 2% from last year, reflecting lower results in Capital Markets and Insurance, partially offset by higher earnings in Personal & Commercial Banking, Wealth Management, and Investor & Treasury Services. 2022 also reflects lower releases of provisions on performing loans. 2022 also saw the appointment of Kelly Pereira to the role of Chief Human Resources Officer.

We continue to monitor and prepare for regulatory developments and changes in a manner that seeks to ensure compliance with new requirements, while mitigating adverse business or financial impacts. Such impacts could result from new or amended laws or regulations and the expectations of those who enforce them. Significant developments include continuing changes to global and domestic standards for capital and liquidity, changes to the Canadian corporate income tax rate, changes to federal mortgage rules, climate-related regulatory activity, interest rate benchmark reform, U.S. regulatory reform and legislative developments on technology and cyber risk as well as data privacy. A high level summary of the key regulatory changes that have the potential to increase or decrease our costs and the complexity of our operations is included in the Legal and regulatory environment risk section of our 2022 Annual Report. For a discussion on risk factors resulting from these and other developments which may affect our business and financial results, refer to the risks sections of our 2022 Annual Report. For further details on our framework and activities to manage risks, refer to the risk and Capital management sections of our 2022 Annual Report.

Our acquisitions that have influenced the general development of our business over the past three years are summarized in the following table:

<b>Business Segment</b>	<b>Acquisitions</b>	<b>Key Characteristics</b>
<b>Wealth Management</b>	Brewin Dolphin Holdings PLC (2022)	<ul style="list-style-type: none"> <li>Acquisition creates a premier wealth manager in the U.K., Channel Islands and Ireland.</li> </ul>
<b>Personal &amp; Commercial Banking</b>	MDBilling.ca (2022)	<ul style="list-style-type: none"> <li>Acquisition supports RBC Healthcare's strategy to provide innovative solutions for physicians.</li> </ul>

On November 29, 2022, we entered into an agreement to acquire 100% of the common shares of HSBC Bank Canada for an all-cash purchase price of \$13.5 billion. The transaction is expected to close by late 2023 subject to the satisfaction of customary closing conditions, including regulatory approvals. We will also purchase all of the existing preferred shares and subordinated debt of HSBC Bank Canada held directly or indirectly by HSBC Holdings plc at par value.

Additional information can also be found under “Overview and outlook” beginning on page 21, “Key corporate events of 2022” on page 23 and in Note 33 “Subsequent events” on page 229 of our 2022 Management’s Discussion and Analysis, which sections and note are incorporated by reference herein.

## DESCRIPTION OF THE BUSINESS

### General Summary

Royal Bank of Canada is a global financial institution with a purpose-driven, principles-led approach to delivering leading performance. Our success comes from the 95,000+ employees who leverage their imaginations and insights to bring our vision, values and strategy to life so we can help our clients thrive and communities prosper. As Canada's biggest bank and one of the largest in the world, based on market capitalization, we have a diversified business model with a focus on innovation and providing exceptional experiences to our 17 million clients in Canada, the U.S. and 27 other countries.

Our business segments are Personal & Commercial Banking, Wealth Management, Insurance, Investor & Treasury Services and Capital Markets. Our business segments are supported by Corporate Support.

Additional information about our business and each segment (including segment results) can be found under "Overview and outlook" beginning on page 21 and under "Business segment results" beginning on page 29 of our 2022 Management's Discussion and Analysis, which sections are incorporated by reference herein.

### Seasonality

Information about seasonality is provided under "Quarterly results and trend analysis" on page 54 of our 2022 Management's Discussion and Analysis, which section is incorporated by reference herein.

### Competition

Our competition in Personal & Commercial Banking includes other Schedule 1 banks, independent trust companies, foreign banks, credit unions, caisses populaires, auto financing companies and emerging entrants to the financial services industry, in Canada; other banks, trust companies and investment management companies serving retail and corporate clients, as well as public institutions, in the Caribbean; and other Canadian banking institutions that have U.S. operations, in the U.S.

Our Canadian Wealth Management business competes with domestic banks and trust companies, investment counselling firms, bank-owned full-service brokerages and boutique brokerages, mutual fund companies, and global private banks. In Canada, bank-owned wealth managers continue to be the major players. Our U.S. Wealth Management business (including City National) operates in a fragmented and highly competitive industry and competitors include other broker-dealers, commercial banks and other financial institutions that service high net worth and ultra-high net worth individuals, entrepreneurs and their businesses. Our Global Asset Management business faces competition in Canada from banks, insurance companies and asset management organizations; in the U.S. from independent asset management firms, as well as those that are part of national and international banks and insurance companies; and internationally from asset managers that are owned by international banks, as well as national and regional asset managers in the geographies where we serve clients. Competitors to our International Wealth Management business include global wealth managers, traditional private banks and domestic wealth managers.

In our Canadian Insurance business, many of our competitors specialize in either life or health or in property and casualty products. In our International Insurance business we compete in the global reinsurance market which is competitive with significant market opportunities in the U.S., U.K., and Europe. Market share is largely held by a small number of reinsurers, with RBC Insurance continuing to have steady growth.

In our Investor & Treasury Services business, our asset services business competes against the world's largest custodians in selected countries in North America, Europe and the U.K. Our transaction banking business competes against the largest banks in Canada.

Our Capital Markets business is a market leader in Canada and competes with large global investment banks in the U.S. Outside North America, we have a targeted presence in the U.K. and Europe, Australia, Asia and other markets aligned with our global expertise.

Additional information about our competition can be found under “Business segment results” beginning on page 29 of our 2022 Management's Discussion and Analysis, which section is incorporated by reference herein.

## Government Regulation and Supervision – Canada

The Bank is a “Schedule I” bank under the *Bank Act (Canada)* (*Bank Act*), and, as such, is a federally regulated financial institution. It has Canadian insurance and trust and loan company subsidiaries that are also federally regulated financial institutions (FRFI Subsidiaries and, together with the Bank, FRFIs) governed by (respectively) the *Insurance Companies Act (Canada)* and the *Trust and Loan Companies Act (Canada)*. The activities of the FRFI Subsidiaries are also regulated under provincial and territorial laws in respect of their activities in the provinces and territories. In certain provinces, some of the Bank's capital markets and wealth management activities are regulated under provincial securities laws (which are administered and enforced by securities regulatory authorities).

The Office of the Superintendent of Financial Institutions (OSFI), an independent agency of the Government of Canada, reports to the Minister of Finance (the Minister) for the supervision of the FRFIs. OSFI is required, at least once a year, to examine the affairs and business of each FRFI for the purpose of determining whether the FRFI is complying with the provisions of its governing statute and it is in sound financial condition, and report to the Minister. The FRFIs are also required to make periodic filings and reports to OSFI.

The FRFIs are also subject to regulation under the *Financial Consumer Agency of Canada Act (FCAC Act)*.<sup>2</sup> The Financial Consumer Agency of Canada (Agency), among other things, enforces consumer-related provisions of the federal statutes which govern these financial institutions. The Commissioner of the Agency must report to the Minister on all matters connected with the administration of the *FCAC Act* and consumer provisions of other federal statutes, including the *Bank Act*, *Trust and Loan Companies Act* and *Insurance Companies Act*. The FRFIs are also subject to provincial and territorial laws of general application.

The Bank and the following subsidiaries are member institutions of the Canada Deposit Insurance Corporation (CDIC): Royal Trust Corporation of Canada, The Royal Trust Company, Royal Bank Mortgage Corporation and RBC Investor Services Trust. CDIC insures certain deposits held at its member institutions. Under the *Bank Act*, the Bank is prohibited from engaging in or carrying on any business other than the business of banking, except as permitted under that statute. The business of banking includes providing any financial services; acting as a financial agent; providing investment counselling services and portfolio management services; issuing payment, credit or charge cards; and operating payment, credit or charge card plans.

The Bank has broad powers to invest in securities, but is limited in making “substantial investments” in or in controlling certain types of entities. A “substantial investment” will arise through direct or indirect beneficial ownership of voting shares carrying more than 10 per cent of the voting rights attached to all outstanding voting shares of a corporation, shares representing more than 25 per cent of the shareholders' equity in a corporation, or interests representing more than 25 per cent of the ownership interests in any unincorporated entity. The Bank can make controlling, and in certain circumstances, non-controlling substantial investments

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<sup>2</sup> For the Bank's trust subsidiaries, only their retail deposit taking activities are subject to regulation under the *FCAC Act*.

in certain entities in accordance with the investment provisions under the *Bank Act*. Some substantial investments may be made only with the prior approval of the Minister or the Superintendent of Financial Institutions (the Superintendent).

Each FRFI is also required to maintain, in relation to its operations, adequate capital and liquidity, and OSFI may direct financial institutions to increase capital and/or to provide additional liquidity.

### **Bail-in Regime**

Canada has a bank recapitalization regime (the Bail-in Regime) for domestic systemically important banks, including the Bank. Under the *Canada Deposit Insurance Corporation Act*, in circumstances where the Bank has ceased, or is about to cease, to be viable, the Governor in Council may, upon recommendation of the Minister that he or she is of the opinion that it is in the public interest to do so, by order:

- vest in CDIC the shares and subordinated debt of the Bank specified in the order (a vesting order);
- appoint CDIC as receiver in respect of the Bank (a receivership order);
- if a receivership order has been made, direct the Minister to incorporate a federal institution designated in the order as a bridge institution wholly-owned by CDIC and specifying the date and time as of which the Bank's deposit liabilities are assumed (a bridge bank order); or
- if a vesting order or receivership order has been made, direct CDIC to carry out a conversion, by converting or causing the Bank to convert, in whole or in part – by means of a transaction or series of transactions and in one or more steps – the shares and liabilities of the Bank that are subject to the Bail-in Regime into common shares of the Bank or any of its affiliates (a conversion order).

Upon the making of a conversion order, prescribed shares and liabilities under the Bail-in Regime that are subject to that conversion order will, to the extent converted, be converted into common shares of the Bank or any of its affiliates, as determined by CDIC. Subject to certain exceptions, senior debt issued on or after September 23, 2018, with an initial or amended term to maturity (including explicit or embedded options) greater than 400 days, that is unsecured or partially secured and that has been assigned a CUSIP or ISIN or similar identification number is subject to a bail-in conversion. For a description of Canadian bank resolution powers and the consequent risk factors attaching to certain liabilities of the Bank reference is made to [rbc.com/investor-relations/\\_assets-custom/pdf/Bail-in-Disclosure.pdf](http://rbc.com/investor-relations/_assets-custom/pdf/Bail-in-Disclosure.pdf).

The *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (the Act) is applicable to all of our businesses in Canada. The Act implements specific measures designed to detect and deter money laundering and the financing of terrorist activities. Further, the Act sets out obligations related to deterring and detecting money laundering and terrorist financing from a global perspective, in order to minimize the possibility that RBC could become a party to these activities. RBC has enterprise-wide anti-money laundering policies and procedures which assist in reducing the risk of facilitating money laundering and terrorist financing activities.

### **Broker-Dealer/Investment Management Subsidiaries**

The activities of certain of the Bank's subsidiaries, such as RBC Dominion Securities Inc. (RBC DS), RBC Direct Investing Inc. (RBC DI), Royal Mutual Funds Inc. (RMFI), RBC Global Asset Management Inc., Phillips, Hager & North Investment Funds Ltd. (PH&N IF), RBC Phillips, Hager & North Investment Counsel Inc. and RBC InvestEase Inc., which act as securities dealers (including investment dealers, mutual fund dealers and exempt market dealers), advisors (investment counsel/portfolio manager) or investment fund managers are regulated in Canada under provincial and territorial securities laws (which are administered and enforced by the applicable securities regulatory authorities) and, for investment dealers and mutual fund dealers, by the rules of the applicable self-regulatory organization (the New Self-Regulatory Organization of Canada (New SRO) to be formed by the amalgamation of the Investment Industry



Regulatory Organization of Canada and the Mutual Fund Dealers Association of Canada (MFDA) effective January 1, 2023). Each of RBC DS and RBC DI are members of the Canadian Investor Protection Fund. Customers' accounts are protected by the Canadian Investor Protection Fund within specified limits. A brochure describing the nature and limits of coverage is available to customers upon request. RMFI and PH&N IF are each members of the MFDA Investor Protection Corporation, which protects against certain losses of customer property held by an insolvent MFDA member; similarly, a brochure describing the nature and limits of coverage is also available to customers upon request. It is anticipated that, in conjunction with the amalgamation forming the New SRO, the Canadian Investor Protection Fund and the MFDA Investor Protection Corporation will amalgamate to form a single compensation/contingency fund organization, known at this time as new IPF, which will be independent from the New SRO.

## **Insurance**

The activities of the Bank's regulated Canadian insurance subsidiaries, RBC Life Insurance Company (RBC Life) and RBC Insurance Company of Canada (RICC), are federally governed by the *Insurance Companies Act* and by provincial legislation in each province and territory in which they carry on business. In addition, the *Bank Act* sets out a framework for insurance activities that the Bank may or may not carry out. The Bank may administer, promote and provide advice in relation to certain authorized types of insurance and may conduct any aspect of the business of insurance, other than the underwriting of insurance, outside of Canada and in respect of risks outside Canada. However, in Canada, the Bank may not act as agent for any person in the placing of insurance. The Bank can promote an insurance company, agent or broker or non-authorized types of insurance (e.g. life and home and automobile insurance) to certain prescribed groups where the promotion takes place outside of physical bank branches. Additionally, and subject to applicable restrictions under the *Bank Act*, RBC Wealth Management Financial Services Inc., a wholly owned indirect subsidiary of the Bank, is licensed under applicable provincial and territorial laws to sell insurance products, including individual and group life and living benefits insurance along with money products such as annuities and segregated funds, for both related and independent insurance companies in Canada.

RBC Life is a member of Assuris, which is a not-for-profit organization that protects Canadian life insurance policyholders against loss of benefits due to the financial failure of a member company. RICC is a member of the Property and Casualty Insurance Compensation Corporation, which is the corporation protecting Canadian property and casualty policyholders against loss of benefits due to the financial failure of a member company.

RBC Insurance Agency Ltd., another wholly owned indirect Bank subsidiary, is a licensed insurance agency that distributes insurance products underwritten by non-RBC entities. These products include home and auto insurance that is underwritten by an unaffiliated insurance company.

## **Government Regulation and Supervision – United States**

### **Banking**

In the U.S., the Bank is characterized as a foreign banking organization (FBO). Generally, the operations of an FBO and its U.S. subsidiaries and offices are subject to the same comprehensive regulatory regime that governs the operations of U.S. domestic banking organizations. The Bank's U.S. businesses are subject to supervision and oversight by various U.S. authorities, including federal and state regulators, as well as self-regulatory organizations. An FBO must meet several conditions in order to maintain "well managed" status for U.S. bank regulatory purposes: (i) the FBO must have received a composite regulatory rating of "satisfactory" or better for its U.S. branch, agency and commercial lending company operations following its last regulatory examination, (ii) the FBO's home country supervisor must consent to it expanding its activities in the U.S. to include activities permissible for a financial holding company (FHC), (iii) the FBO's management must meet standards comparable to those required for a U.S. bank subsidiary of an FHC, and (iv) each U.S. depository institution subsidiary of the FBO and/or bank holding company (BHC) must be deemed to be "well managed", which is based on regulatory examination ratings.

Under the *International Banking Act* of 1978, as amended (IBA) and the *Bank Holding Company Act* of 1956, as amended (BHCA), all of the Bank's U.S. banking operations are subject to supervision and regulation by the Board of Governors of the Federal Reserve System (Federal Reserve). Under the IBA, the BHCA, and related regulations of the Federal Reserve, the Bank generally may not open a branch, agency or representative office in the U.S., nor acquire five per cent or more of the voting stock of any U.S. bank or BHC, without notice to or prior approval of the Federal Reserve. The Federal Reserve is the U.S. "umbrella regulator" responsible for supervision and oversight of the Bank's consolidated U.S. activities. The Federal Reserve consults with and obtains information from other prudential and functional U.S. regulators that exercise supervisory authority over the Bank's various U.S. operations. Reports of financial condition and other information relevant to the Bank's U.S. businesses are regularly filed with the Federal Reserve.

In 2000, the Bank became a U.S. FHC, as authorized by the Federal Reserve. Pursuant to the *Gramm-Leach-Bliley Act* of 1999, as amended, an FHC may engage in, or acquire companies engaged in, a broader range of financial and related activities than are permitted to banking organizations that do not maintain FHC status. To qualify as an FHC, the Bank, as an FBO and BHC, must meet certain capital requirements and must be deemed to be "well managed" for U.S. bank regulatory purposes. In addition, any U.S. depository institution subsidiaries of the FBO or BHC must also meet certain capital requirements and be deemed to be "well managed" and must have at least a "satisfactory" rating under the *Community Reinvestment Act* of 1977, as amended.

The Federal Reserve, however, has the authority to limit an FHC's ability to conduct activities that would otherwise be permissible if the FHC or any of its U.S. depository institution subsidiaries does not satisfactorily meet certain capital requirements or is not deemed to be "well managed". In such cases, the Federal Reserve may impose corrective capital and/or managerial requirements, as well as additional limitations or conditions. If the deficiencies persist, the FHC may be required to divest its U.S. depository institution subsidiaries or to cease engaging in activities other than the business of banking and certain closely related activities. If any insured depository institution subsidiary of an FHC fails to maintain at least a "satisfactory" rating under the *Community Reinvestment Act* of 1977, as amended, the FHC would be subject to restrictions on certain new activities and acquisitions.

On July 21, 2010, the *Dodd-Frank Wall Street Reform and Consumer Protection Act* (*Dodd-Frank Act*) was enacted. The statute effected significant changes to U.S. financial regulations and required rulemaking by the U.S. financial regulators, with material cross-border implications. Section 165 of the *Dodd-Frank Act* required the Federal Reserve to establish *Enhanced Prudential Standards for Foreign Banking Organizations* (Regulation YY). Amongst other regulatory requirements, Regulation YY required the Bank to establish an intermediate holding company (IHC) organized under U.S. law. The IHC is required to hold, directly or indirectly, the Bank's entire ownership interest in its U.S. insured depository institution subsidiaries and other U.S. subsidiaries (excluding so called section 2(h)(2) companies and branch subsidiaries acquired by debt previously contracted). In June 2018, the Bank established a two-tier BHC structure in the U.S., consisting of RBC US Group Holdings LLC (RIHC), its top-tier BHC, as the Bank's IHC and the parent of RBC USA Holdco Corporation, the parent of most of the Bank's U.S. subsidiaries. Both RIHC and RBC USA Holdco Corporation are BHCs and FHCs. The Bank fulfills its Regulation YY regulatory requirements through RIHC, which include capital adequacy, capital planning and stress testing, risk management and governance, liquidity and liquidity stress testing, financial regulatory reporting and other requirements that are similar to, or the same as, those applicable to U.S. domestic BHCs that are similarly categorized under the rules that tailor enhanced prudential standards for FBOs and large U.S. banking organizations. In addition, the Bank is registered as a "Swap Dealer" with the U.S. Commodity Futures Trading Commission (CFTC) and the National Futures Association (NFA) and as a "Security-Based Swap Dealer" with the SEC.

The *USA PATRIOT Act* of 2001, as amended, which amended the *Bank Secrecy Act* of 1970, as amended (the Act), requires U.S. banks and certain other financial institutions with U.S. operations to maintain appropriate policies, procedures and controls reasonably designed to comply with the Act, including, as applicable, anti-money laundering compliance programs, suspicious activity and currency transaction reporting and other obligations including due diligence on customers to prevent, detect and report individuals and entities

involved in money laundering and the financing of terrorism. In January 2021, the *Anti-Money Laundering Act of 2020* (AMLA), which also amended the Act, was enacted. The AMLA is intended to comprehensively reform and modernize U.S. anti-money laundering laws. In September 2022, the U.S. Department of Treasury's Financial Crimes Enforcement Network (FinCEN) issued a final rule implementing the beneficial ownership information (BOI) reporting requirements under the Corporate Transparency Act, which was part of the AMLA. The BOI rule, which goes into effect January 1, 2024, implements sweeping beneficial owner disclosure requirements applicable to all U.S. companies and foreign companies doing business in the U.S., subject to certain exceptions. The BOI rule is the first of three related rulemakings. The remaining rulemakings will address (i) access to the BOI collected under a registry being developed by FinCEN; and (ii) required revisions to FinCEN's Customer Due Diligence rule. Several other provisions of the AMLA require additional rulemakings, reports and other measures.

The Bank maintains two branches in New York that are licensed and supervised as full federal branches with fiduciary licenses by the Office of the Comptroller of the Currency (OCC), the U.S. supervisor of national banks. In general, the Bank's branches may exercise the same rights and privileges, and are subject to the same restrictions, as would apply to a U.S. national bank at the same location(s). The Bank's branches may accept wholesale deposits, but may not take U.S. domestic retail deposits outside of an available exemption. Deposits in the Bank's branches are not insured by the Federal Deposit Insurance Corporation (FDIC). The Bank also maintains a limited federal branch in Jersey City, New Jersey which may exercise the same rights and privileges as the Bank's New York federal branches except that it generally can only take deposits from non-U.S. sources.

The OCC examines and supervises the Bank's U.S. branch office/agency's activities and operations. In addition, the Bank's U.S. branches are required to maintain a capital equivalency deposit in their state(s) of residence, which deposits are pledged to the OCC. Furthermore, the Bank's U.S. branch offices are subject to supervisory guidance based on the examiners' assessment of risk management, operational controls, compliance and asset quality.

The Bank also maintains a state-licensed agency in Texas and state-licensed representative offices in Delaware and Texas. In general, the activities conducted at the Bank's agency include a broad range of banking powers, including lending and maintaining credit balances, but agencies are limited in their ability to accept deposits from citizens or residents of the U.S. Further limitations may be placed on such agencies' activities based on state laws. RBC Investor Services Bank S.A, a Luxembourg bank, which is wholly owned by the Bank, also has a representative office in New York. The activities conducted at the representative offices are limited to representational and administrative functions; such representative offices do not have authority to make credit decisions and may not solicit or contract for any deposit or deposit-like liability. The representative offices are examined and assessed by both the Federal Reserve and state regulators and are required to adhere to any applicable state regulations.

Banking activities are also conducted at City National Bank (CNB) and RBC Bank (Georgia), National Association (RBC Bank), both of which are national banking associations chartered by the OCC. CNB and RBC Bank are members of the Federal Reserve. The OCC serves as the primary federal prudential regulator of CNB and RBC Bank. As U.S. banks, CNB and RBC Bank are allowed to take retail deposits, and they offer retail and commercial banking services, including deposit and credit services, such as consumer lending products (including credit card and mortgage loans), and business and commercial loans. CNB and RBC Bank are subject to capital requirements, dividend restrictions, limitations on investments and subsidiaries, limitations on transactions with affiliates (including the Bank and its branches), deposit reserve requirements and other requirements administered by the OCC and the Federal Reserve. Deposits at CNB and RBC Bank are FDIC-insured to the extent applicable. CNB and RBC Bank are also required to comply with applicable consumer protection laws and regulations such as those promulgated by the Consumer Financial Protection Bureau, an independent agency created under the *Dodd-Frank Act*. As an OCC chartered U.S. national bank, CNB also has fiduciary powers and offers trust and investment management services.

CNB also conducts trust and investment management activities through CNB's wholly-owned subsidiary, RBC Trust Company (Delaware) Limited (RBC Trust). RBC Trust is a Delaware trust company chartered and supervised by the Delaware State Banking Commission and, as a BHC subsidiary, is subject to oversight by the Federal Reserve. RBC Trust is subject to dividend restrictions, limitations on investments and other applicable state banking law requirements.

### **Broker-Dealer Activities and Broker-Dealer Subsidiaries**

The principal securities brokerage, trading, advisory and investment banking activities are conducted by and through the following U.S.-registered broker-dealer subsidiaries:

- RBC Capital Markets, LLC (RBC CM LLC),
- RBC CMA LLC,
- City National Securities, Inc.,
- CNR Securities, LLC (formerly RIM Securities LLC), and
- Symphonic Securities LLC.

The SEC, state securities regulators, the Financial Industry Regulatory Authority and other self-regulatory organizations regulate these broker-dealer subsidiaries. Certain activities of RBC CM LLC and RBC CMA LLC are also subject to regulation by the CFTC and the NFA. Pursuant to the *Dodd-Frank Act*, RBC CM LLC is registered as a "Swaps Firm" with the NFA. Certain activities of RBC CM LLC are subject to regulation by the Municipal Securities Rulemaking Board.

### **Investment Management and Other Fiduciary Activities**

The Bank's New York branches have fiduciary powers, under which these branches conduct investment management and custody activities for certain customers. In addition, other affiliates are involved in the business of investment management. In many cases, these activities require that the affiliates be registered with the SEC as investment advisers under the U.S. *Investment Advisers Act of 1940*, as amended (*Advisers Act*). The *Advisers Act* and related rules regulate the registration and activities of investment advisers. Although the regulatory regime for investment advisers is similar in some ways to that for broker-dealers, the standard of conduct is higher due to the advisers' status as fiduciaries.

The following entities are the Bank's subsidiaries that are registered as "investment advisers" with the SEC:

- RBC CM LLC,
- RBC Global Asset Management (U.S.) Inc. (GAM),
- RBC Global Asset Management (UK) Limited,
- RBC Private Counsel (USA) Inc.,
- BlueBay Asset Management LLP (BBAM),
- City National Rochdale, LLC (CNR),
- City National Securities, Inc., and
- Symphonic Financial Advisors LLC.

GAM and CNR also each sponsor and act as the adviser to U.S. mutual funds. The U.S. *Investment Company Act of 1940*, as amended, and related rules regulate the registration and operation of mutual funds and certain activities of the funds' advisers and other affiliates and certain of the funds' other service providers. Certain activities of BBAM and GAM are also subject to regulation by the CFTC and the NFA.

### **ERISA and the Internal Revenue Code**

The U.S. *Employee Retirement Income Security Act of 1974*, as amended (ERISA), and its related rules regulate, among other things, the activities of the financial services industry with respect to pension plan clients. Similarly, the U.S. *Internal Revenue Code* and the regulations implemented thereunder impose requirements with respect to such clients and also individual retirement accounts (IRAs). Brokers, dealers

and investment advisers to pension plans and IRAs must conduct their business in compliance with both ERISA and applicable tax regulations.

## Risk Factors

A discussion of risks affecting us and our businesses appears under the headings “Risk management”, “Transactional/positional risk drivers”, “Operational/regulatory compliance risk drivers”, “Strategic risk drivers”, “Macroeconomic risk drivers” and “Overview of other risks” from pages 58 to 104 of our 2022 Management’s Discussion and Analysis, which discussions are incorporated by reference herein.

## Environmental and Social Policies

RBC is committed to transparent disclosure about our environmental and social (E&S) (including climate) commitments and objectives, and we report annually on related key performance metrics and targets. RBC initially launched its first corporate environmental risk policy in 1991. We have been a signatory to the Equator Principles since 2003. RBC Global Asset Management (RBC GAM)<sup>3</sup> and BlueBay Asset Management LLP have been signatories to the United Nations Principles for Responsible Investment (UN PRI) since 2015 and Brewin Dolphin Holdings Limited has been a signatory since 2019. In 2021, RBC became a member of the Net-Zero Banking Alliance (NZBA), a global, industry-led initiative to accelerate and support efforts to address climate change.<sup>4</sup> RBC Europe Limited, a wholly-owned subsidiary of the Bank, is a member of the Green Bond Principles, and RBC reports annually on its green bond underwriting activities, globally.

RBC is committed to publishing climate-related disclosures, at least annually, that are informed by the recommendations of the Financial Stability Board’s Task Force on Climate-related Financial Disclosures, and has voluntarily provided these since 2017. In 2022, the Board of Directors approved our updated RBC Climate Blueprint, which is our climate strategy, which included reflecting our NZBA commitment to achieve net-zero in our lending activities by 2050, and our increased financial pledge to RBC Tech for Nature (RBC’s multi-year commitment to accelerate tech-based sustainability solutions) to \$100 million by 2025. We published our initial measurement of financed emissions in March 2022<sup>4</sup> using the Partnership for Carbon Accounting Financials<sup>5</sup> methodology for financed emissions, and published initial interim emissions reduction targets for the oil and gas, power generation and automotive sectors in October 2022<sup>4,6</sup>.

Also in October 2022, RBC published its approach and methodology for classifying, tracking and disclosing progress towards our commitment made in 2021 to provide \$500 billion in sustainable finance<sup>7</sup> by 2025. We have a Human Rights Position Statement and we are undertaking human rights salience assessments to better understand the ways in which our business activities could potentially impact the human rights of our stakeholders. We also publish our annual Modern Slavery Act Statement approved by the Governance Committee of the Board of Directors which sets out the steps that we have taken that are designed to prevent slavery and human trafficking from taking place in our business or supply chains.

<sup>3</sup> RBC GAM includes the following affiliates: BlueBay Asset Management LLP (BlueBay), RBC Global Asset Management Inc. (including Phillips, Hager & North Investment Management), RBC Global Asset Management (U.S.) Inc., RBC Global Asset Management (UK) Limited, and RBC Global Asset Management (Asia) Limited, which are separate, but affiliated subsidiaries of RBC.

<sup>4</sup> Our NZBA commitment, our initial measurement of financed emissions and our initial interim emissions reduction targets exclude the practices of: (a) RBC GAM and RBC Wealth Management. RBC Wealth Management includes the following affiliates: RBC Dominion Securities Inc. (Member–Canadian Investor Protection Fund), RBC Direct Investing Inc. (Member–Canadian Investor Protection Fund), Royal Mutual Funds Inc., RBC Wealth Management Financial Services Inc., Royal Trust Corporation of Canada and The Royal Trust Company, which are separate but affiliated subsidiaries of RBC; and (b) Brewin Dolphin Holdings PLC and its subsidiaries.

<sup>5</sup> Partnership for Carbon Accounting Financials (PCAF) is an industry-led partnership to facilitate transparency and enable financial institutions to assess and disclose greenhouse gas emissions of loans and investments. RBC joined PCAF in 2021.

<sup>6</sup> We may revise our initial interim emissions reduction targets as appropriate, to support their alignment with evolving economic realities, market practice and current climate science. Refer to the Caution regarding forward-looking statements.

<sup>7</sup> Sustainable finance refers to financial activities that take into account environmental, social and governance factors.

RBC maintains environmental and social risk management (ESRM) policies and procedures designed to identify, assess, measure, manage, mitigate, monitor and report the environmental and social risks associated with our activities. These policies and procedures focus on environmental and social risk issues, including site contamination, waste management, land and resource use, biodiversity, water quality and availability, climate change, environmental regulation, human rights (including, but not limited to, social and racial inequality and Indigenous Peoples' rights), and community engagement.

We proactively review and update our ESRM policies and procedures to address regulatory changes, emerging and evolving issues, and international best practices. In 2022, we updated our primary enterprise-wide environmental and social risk policy, our Enterprise Policy on Environmental (including Climate) and Social Risk, to align with our E&S goals, commitments and objectives, as well as the strategic choices we are making towards achieving them. We have policy guidelines in place for sensitive sectors and activities, which address RBC's financing activities to clients and projects operating in the coal-fired power and coal mining sectors, the Arctic ecosystem, the Arctic National Wildlife Refuge, and United Nations Educational, Scientific and Cultural Organization (UNESCO) World Heritage Sites. Our business segments and functional groups are responsible for incorporating E&S risk management requirements within their business and/or operations as applicable.

Additional information about our environmental and social risk policies, including information about factors that could materially adversely affect our ability to achieve our climate and sustainable-finance commitments, goals and targets, can be found under "Overview of other risks – Environmental and social risk (including climate change)" on page 101 of our 2022 Management's Discussion and Analysis, which section is incorporated by reference herein.

## DESCRIPTION OF CAPITAL STRUCTURE

### General Description

The Bank's authorized share capital consists of an unlimited number of common shares without nominal or par value and an unlimited number of first preferred shares and second preferred shares without nominal or par value, issuable in series, which classes may be issued for a maximum consideration of \$20 billion and \$5 billion, respectively. The following summary of share capital is qualified in its entirety by the Bank's by-laws and the actual terms and conditions of such shares.

#### Common Shares

The holders of the Bank's common shares are entitled to vote at all meetings of shareholders, except meetings at which only holders of a specified class, other than common shares, or series of shares are entitled to vote. The holders of common shares are entitled to receive dividends as and when declared by the board of directors, subject to the preference of the preferred shares. After payment to the holders of the preferred shares of the amount or amounts to which they may be entitled, and after payment of all outstanding debts, the holders of the common shares will be entitled to receive any remaining property upon liquidation, dissolution or winding-up.

#### Preferred Shares

First preferred shares may be issued, from time to time, in one or more series with such rights, privileges, restrictions and conditions as the board of directors may determine, subject to the *Bank Act* and to the Bank's by-laws. The first preferred shares are entitled to preference over any second preferred shares (discussed below) and common shares and over any other shares ranking junior to the first preferred shares with respect to the payment of dividends and in the distribution of property in the event of liquidation, dissolution or winding-up.

As at November 29, 2022, Non-Cumulative First Preferred Shares Series AZ, BB, BD, BF, BH, BI, BO, BQ, BR, BS, BT and C-2 are outstanding. The Non-Cumulative First Preferred Shares Series AZ, BB, BD, BF, BH, BI and BO are listed on the Toronto Stock Exchange, while the Bank's Depository Shares representing interests in the Non-Cumulative First Preferred Shares Series C-2 (the Series C-2 Preferred Shares) are listed on the New York Stock Exchange. The Non-Cumulative First Preferred Shares Series BQ, BR, BS and BT are not listed on an exchange. On February 24, 2022, we redeemed all of our issued and outstanding Non-Cumulative First Preferred Shares Series BJ.

Effective January 1, 2013, in accordance with capital adequacy requirements adopted by OSFI, non-common capital instruments issued after January 1, 2013, including first preferred shares, must include terms providing for the full and permanent conversion of such securities into common shares upon the occurrence of certain trigger events relating to financial viability (the Non-Viability Contingent Capital requirements) in order to qualify as regulatory capital. As of January 1, 2013, all outstanding capital instruments that do not meet the Non-Viability Contingent Capital requirements are considered non-qualifying capital instruments and are to be phased out beginning January 1, 2013 at the rate of 10 per cent each year for 10 years. The Non-Cumulative First Preferred Shares Series AZ, BB, BD, BF, BH, BI, BO, BQ, BR, BS and BT contain non-viability contingent capital provisions necessary to qualify as Tier 1 regulatory capital under Basel III and are therefore convertible into common shares upon the occurrence of a non-viability contingent capital trigger event.

We are prohibited by the *Bank Act* from declaring or paying any dividends on our preferred or common shares when we are, or would be placed as a result of the declaration, in contravention of the capital adequacy and liquidity regulations or any regulatory directives issued under the *Bank Act*. We may not pay dividends on our common shares or redeem, purchase or otherwise retire common shares or preferred shares at any time without the approval of the holders of outstanding first preferred shares unless all dividends to which first preferred shareholders are then entitled have been declared and paid or set apart for payment.

The Non-Cumulative First Preferred Shares Series BT were issued on November 5, 2021 to certain institutional investors.

The Non-Cumulative First Preferred Shares Series BQ, BR and BS (the LRCN Preferred Shares) were respectively issued on July 28, 2020, November 2, 2020 and June 8, 2021 in connection with the Bank's concurrent issuances of Limited Recourse Capital Notes (the LRCNs). The LRCN Preferred Shares are held by Computershare Trust Company of Canada as trustee (the Trustee) for Leo LRCN Limited Recourse Trust™ (the Limited Recourse Trust). In certain circumstances, including non-payment of interest on, principal of or redemption price for the LRCNs when due, or the occurrence of an event of default or a non-viability contingent capital trigger event, the Trustee of the Limited Recourse Trust will deliver to holders of LRCNs their proportionate share of the Limited Recourse Trust's assets, which will consist of the LRCN Preferred Shares except in limited circumstances, in full satisfaction of the Bank's obligations under the LRCNs.

For so long as the LRCN Preferred Shares are held by the Trustee on behalf of the Limited Recourse Trust, such shares will not be entitled to receive dividends.

On November 2, 2015, in connection with the merger of CNB with and into RBC USA Holdco Corporation, the Bank issued Non-Cumulative First Preferred Shares Series C-1 and C-2 in exchange for two series of outstanding CNB preferred stock. Currently, only the Series C-2 Preferred Shares remain outstanding.

In the event the Bank fails to pay, declare, or set aside for payment, dividends on any of the Series C-2 Preferred Shares or any other series of preferred shares of the Bank for six quarterly dividend periods, or their equivalent, whether or not consecutive, the number of directors of the board of directors shall be increased by two at the Bank's first annual meeting of shareholders held thereafter. The holders of the Series C-2 Preferred Shares shall have the right, together with holders of any shares that, by their terms, expressly provide that they rank *pari passu* with the Series C-2 Preferred Shares (together, the Series C-2 Parity

Shares) and that have similar voting rights, if any, to elect, as a class together, such additional two members to the Bank's board of directors for a term of one year. Upon the payment, or the declaration and setting aside for payment, in full, of all the cumulative dividends payable for all past dividend periods and continuous noncumulative dividends for at least one year on all outstanding preferred shares of the Bank, the terms of such two directors shall terminate, the number of directors of the Bank's board of directors shall be reduced by two and the voting rights of the holders of the Series C-2 Preferred Shares and the Series C-2 Parity Shares shall cease (subject to the revesting of such voting rights in the event of each and every additional failure in the payment of dividends for six quarterly dividend periods).

Second preferred shares may be issued, from time to time, in one or more series with such rights, privileges, restrictions and conditions as the board of directors may determine, subject to the *Bank Act* and to the Bank's by-laws. There are no second preferred shares currently outstanding. Second preferred shares would rank junior to the first preferred shares. Second preferred shares would be entitled to preference over the common shares and over any other shares ranking junior to the second preferred shares with respect to the payment of dividends and in the distribution of property in the event of our liquidation, dissolution or winding-up.

Except as outlined above with respect to the Series C-2 Preferred Shares and the Series C-2 Parity Shares, holders of the first and second preferred shares are not entitled to any voting rights as a class except as provided under the *Bank Act* or the Bank's by-laws. Under the *Bank Act*, the Bank may not create any other class of shares ranking equal with or superior to a particular class of preferred shares, increase the authorized number of, or amend the rights, privileges, restrictions or conditions attaching to such class of preferred shares, without the approval of the holders of that class of preferred shares.

Any approval to be given by the holders of the first and second preferred shares may be given in writing by the holders of not less than all of the outstanding preferred shares of each class or by a resolution carried by the affirmative vote of not less than 66 $\frac{2}{3}$  per cent of the votes cast at a meeting of holders of each class of preferred shares at which a quorum is represented. A quorum at any meeting of holders of each class of preferred shares is 51 per cent of the shares entitled to vote at such meeting, except that at an adjourned meeting there is no quorum requirement.

Additional information about the Bank's share capital can be found under "Capital management" beginning on page 105 of our 2022 Management's Discussion and Analysis, which section is incorporated by reference herein.

### **Prior Sales**

For information about the Bank's issuances of subordinated debentures since October 31, 2021, see the "Capital management" section beginning on page 105 of our 2022 Management's Discussion and Analysis and Note 19 "Subordinated debentures" beginning on page 209 of our 2022 Annual Consolidated Financial Statements, which section and note are incorporated by reference herein. For information about the Bank's issuances of Limited Recourse Capital Notes since October 31, 2021, see the "Capital management" section beginning on page 105 of our 2022 Management's Discussion and Analysis and Note 20 "Equity" beginning on page 210 of our 2022 Annual Consolidated Financial Statements, which section and note are incorporated by reference herein.

### **Constraints**

The *Bank Act* contains restrictions on the issue, transfer, acquisition, beneficial ownership and voting of shares of a chartered bank. The following is a summary of several key restrictions.

Subject to certain exceptions contained in the *Bank Act*, no person may be a major shareholder of a bank having equity of \$12 billion or more (which includes the Bank). A person is a major shareholder if:



- (a) the aggregate of the shares of any class of voting shares of the Bank beneficially owned by that person, by entities controlled by that person and by any person associated or acting jointly or in concert with that person is more than 20 per cent of the outstanding shares of that class of voting shares, or
- (b) the aggregate of shares of any class of non-voting shares of the Bank beneficially owned by that person, by entities controlled by that person and by any person associated or acting jointly or in concert with that person is more than 30 per cent of the outstanding share of that class of non-voting shares.

Additionally, no person may have a significant interest in any class of shares of a bank (including the Bank) unless the person first receives the approval of the Minister. For purposes of the *Bank Act*, a person has a significant interest in a class of shares of a bank where the aggregate of any shares of the class beneficially owned by that person, by entities controlled by that person and by any person associated or acting jointly or in concert with that person exceeds 10 per cent of all of the outstanding shares of that class of shares of such bank.

The *Bank Act* also prohibits a bank from purchasing or redeeming any of its shares or paying any dividends if there are reasonable grounds for believing the bank is, or the payment would cause the bank to be, in contravention of the *Bank Act* requirement to maintain, in relation to its operations, adequate capital and appropriate forms of liquidity and to comply with any regulations or directions of the Superintendent in relation thereto. Under the *Bank Act*, the Bank cannot redeem or purchase any shares for cancellation unless the prior consent of the Superintendent has been obtained.

Subject to certain exceptions, the *Bank Act* also prohibits the registration of a transfer or issue of any shares of a Canadian bank to any government or government agency of Canada or any province of Canada, or to any government of any foreign country, or any political subdivision, or agency of any foreign country.

## Ratings

Our ability to access unsecured funding markets and to engage in certain collateralized business activities on a cost-effective basis is primarily dependent upon maintaining competitive credit ratings. Credit ratings and outlooks provided by rating agencies reflect their views and methodologies. Our credit ratings are largely determined by the rating agencies' assessment of the quality of our earnings, the adequacy of our capital and the effectiveness of our risk management programs. Ratings are subject to change, based on a number of factors including, but not limited to, our financial strength, competitive position, liquidity and other factors not completely within our control. There can be no assurance that our credit ratings and rating outlooks will not be lowered or that rating agencies will not issue adverse commentaries about us, potentially resulting in adverse consequences for our funding capacity or access to capital markets.

A lowering of our credit ratings may also affect our ability, and the cost, to enter into normal course derivative or hedging transactions and may require us to post additional collateral under certain contracts. However, we estimate, based on periodic reviews of ratings triggers embedded in our existing businesses and of our funding capacity sensitivity, that a minor downgrade would not materially influence our liability composition, funding access, collateral usage and associated costs.

As at November 29, 2022, RBC had the following solicited ratings from the rating agencies listed below:

	RATING CLASS*	RATING	RANK**
<b>Moody's Investors Service</b>	Legacy Senior Long-term Debt <sup>1</sup>	Aa1	2 of 21
	Senior Long-term Debt <sup>2</sup>	A1	5 of 21
	Short-term Debt	P-1	1 of 4
	Subordinated Debt	A3	7 of 21
	NVCC Subordinated Debt	A3 (hyb)	7 of 21
	Preferred Shares	Baa2	9 of 21
	NVCC Preferred Shares	Baa2 (hyb)	9 of 21
	Outlook – Stable <sup>3</sup>		
<b>Standard &amp; Poor's</b>	Legacy Senior Long-term Debt <sup>1</sup>	AA-	4 of 22
	Senior Long-term Debt <sup>2</sup>	A	6 of 22
	Short-term Debt	A-1+	1 of 7
	Subordinated Debt	A	6 of 22
	NVCC Subordinated Debt	A-	7 of 22
	Preferred Shares	BBB+	8 of 22
	NVCC Preferred Shares	BBB	9 of 22
	Outlook – Stable		
<b>Fitch Ratings</b>	Legacy Senior Long-term Debt <sup>1</sup>	AA	3 of 23
	Senior Long-term Debt <sup>2</sup>	AA-	4 of 23
	Short-term Debt	F1+	1 of 8
	Subordinated Debt	A	6 of 23
	NVCC Subordinated Debt	A	6 of 23
	Preferred Shares	BBB+	8 of 23
	NVCC Preferred Shares	BBB+	8 of 23
	Outlook – Stable		
<b>DBRS</b>	Legacy Senior Long-term Debt <sup>1</sup>	AA (high)	2 of 26
	Senior Long-term Debt <sup>2</sup>	AA	3 of 26
	Short-term Debt	R-1 (high)	1 of 10
	Subordinated Debt	AA (low)	4 of 26
	NVCC Subordinated Debt	A	6 of 26
	Preferred Shares	Pfd-1 (low)	3 of 16
	NVCC Preferred Shares	Pfd-2 (high)	4 of 16
	Outlook – Stable		

\*Our rating classes may differ from the rating category nomenclatures used by the rating agencies.

\*\*Relative rank of each rating within the organization's overall classification system.

<sup>1</sup> Includes senior long-term debt issued prior to September 23, 2018 and senior long-term debt issued on or after September 23, 2018, which is excluded from the Bail-in Regime.

<sup>2</sup> Includes senior long-term debt issued on or after September 23, 2018 which is subject to conversion under the Bail-in Regime.

<sup>3</sup> On October 7, 2021, Moody's placed our long-term senior debt, subordinated debt and preferred share ratings and assessments on review for upgrade. Our short-term debt ratings were affirmed.

A definition of the categories of each rating as at November 29, 2022 has been obtained from the respective rating agency's website and is outlined in Appendix B, and a more detailed explanation may be obtained from the applicable rating agency.

On December 10, 2021, Fitch Ratings assigned a BBB+ rating to our preferred shares. On July 11, 2022, Fitch Ratings affirmed our ratings with a stable outlook.

On May 13, 2022, DBRS affirmed our ratings with a stable outlook.

On May 13, 2022, Standard & Poor's affirmed our ratings with a stable outlook.

On January 27, 2022, Moody's upgraded our long-term debt ratings and assessments, as well as affirmed our short-term debt ratings. Following this rating action, our outlook is stable. This rating action concludes the review for upgrade initiated by Moody's on October 7, 2021.

Credit ratings, including stability or provisional ratings (collectively, Ratings) are not recommendations to purchase, sell or hold a financial obligation inasmuch as they do not comment on market price or suitability for a particular investor. Ratings may not reflect the potential impact of all risks on the value of securities. In addition, real or anticipated changes in the rating assigned to a security will generally affect the market value of that security. Ratings are determined by the rating agencies based on criteria established from time to time by them and are subject to revision or withdrawal at any time by the rating organization. Each Rating listed

in the table above should be evaluated independently of any other Rating applicable to our debt and preferred shares. As is customary, RBC pays rating agencies to assign Ratings for the parent company as well as our subsidiaries, and for certain other services.

Additional information about Ratings is provided under “Transactional/positional risk drivers – Liquidity and funding risk – Credit ratings” on page 87 of our 2022 Management’s Discussion and Analysis, which section is incorporated by reference herein.

## MARKET FOR SECURITIES

### Trading Price and Volume

The Bank’s common shares are listed on the Toronto Stock Exchange (TSX) in Canada, the New York Stock Exchange (NYSE) in the U.S and the SIX Swiss Exchange (SIX) in Switzerland. The Bank’s Non-Cumulative First Preferred Shares Series AZ, BB, BD, BF, BH, BI and BO are listed on the TSX. The Bank’s Depository Shares (representing interests in the Series C-2 Preferred Shares) are listed on the NYSE.

The following table sets out the price range and trading volumes of the common shares on the TSX and the US Composite for the periods indicated. Prices are based on the reported amounts from the TSX Historical Data Access (TSX HDA) and NYSE Connect.

Month	Common Shares (TSX)			Common Shares (NYSE)		
	High (\$)	Low (\$)	Volume	High (US\$)	Low (US\$)	Volume
November 2021	133.68	126.17	71,460,080	107.00	98.76	27,338,249
December 2021	135.34	125.64	59,289,520	106.37	98.00	30,960,010
January 2022	149.59	135.63	113,485,656	119.40	106.41	38,309,641
February 2022	148.26	135.38	68,708,409	116.84	105.50	28,563,021
March 2022	144.15	134.49	76,300,700	114.55	104.28	24,743,784
April 2022	140.75	129.01	97,155,552	112.67	100.44	19,753,932
May 2022	132.83	124.22	71,044,743	104.94	95.02	22,008,664
June 2022	133.55	122.36	61,905,316	106.41	94.23	19,135,310
July 2022	128.76	118.24	102,983,347	99.15	90.75	21,279,155
August 2022	129.95	121.81	73,677,528	100.98	93.04	15,013,189
September 2022	129.41	120.28	54,935,945	99.77	89.20	14,992,918
October 2022	129.23	116.75	106,895,031	95.51	83.63	20,106,548

The following tables provide the price range and trading volumes of the first preferred shares on the TSX for the periods indicated.<sup>8</sup> Prices are based on the reported amounts from the TSX HDA.

Month	Series AZ			Series BB			Series BD		
	High (\$)	Low (\$)	Volume	High (\$)	Low (\$)	Volume	High (\$)	Low (\$)	Volume
November 2021	24.70	24.36	316,613	24.73	24.40	470,488	25.04	24.80	407,183
December 2021	24.50	23.90	223,136	24.55	23.95	166,409	25.00	24.21	300,550
January 2022	24.67	24.07	119,240	24.66	23.90	122,062	25.40	24.42	171,514
February 2022	24.25	22.89	559,140	24.11	22.87	106,491	24.85	24.10	542,050
March 2022	23.40	22.40	201,898	23.25	22.48	299,718	24.82	23.30	208,329
April 2022	23.24	20.06	127,403	22.85	20.00	369,771	23.87	21.05	206,314
May 2022	22.45	20.53	168,279	22.41	20.75	232,888	23.51	21.25	195,112
June 2022	22.70	20.64	98,228	22.78	20.65	165,521	23.19	21.00	418,720
July 2022	21.87	20.06	167,545	21.57	20.36	175,411	21.96	20.89	147,236
August 2022	22.86	21.46	134,239	22.30	21.60	82,697	22.83	21.50	86,301
September 2022	22.00	19.80	136,316	21.80	19.67	94,910	22.50	20.40	93,707
October 2022	19.69	18.60	183,171	19.82	18.71	154,630	21.05	19.23	177,084

Month	Series BF			Series BH			Series BI		
	High (\$)	Low (\$)	Volume	High (\$)	Low (\$)	Volume	High (\$)	Low (\$)	Volume
November 2021	24.79	24.43	71,102	26.20	25.75	55,790	26.25	25.69	68,276
December 2021	24.63	23.90	88,197	26.20	25.75	21,166	26.30	25.80	26,959
January 2022	24.80	24.08	127,439	26.21	25.61	23,072	26.25	25.55	44,943
February 2022	24.35	23.73	235,685	25.90	25.51	39,884	25.94	25.50	65,739
March 2022	24.03	22.84	233,575	26.08	24.96	107,408	25.90	24.65	92,553
April 2022	23.22	20.22	164,862	25.25	22.49	80,629	25.24	22.75	106,199
May 2022	22.70	20.65	61,542	24.57	23.71	54,661	24.55	23.56	38,237
June 2022	22.69	20.21	80,529	24.86	23.46	43,516	24.90	23.33	31,119
July 2022	21.20	20.26	341,167	24.01	23.10	31,169	24.40	22.97	39,803
August 2022	21.88	20.91	143,005	24.30	23.68	14,710	24.40	23.40	31,265
September 2022	21.50	19.64	154,349	23.99	21.35	36,487	24.00	21.43	49,682
October 2022	20.48	18.62	109,757	21.60	19.31	244,244	21.68	19.25	234,675

Month	Series BJ			Series BO		
	High (\$)	Low (\$)	Volume	High (\$)	Low (\$) 24.910	Volume
November 2021	26.75	26.38	19,674	25.55	25.20	167,955
December 2021	26.49	25.91	52,408	25.60	24.96	137,425
January 2022	26.83	25.73	139,062	25.75	24.91	160,397
February 2022	25.76	25.73	81,326	25.48	24.73	254,626
March 2022	-	-	-	25.49	24.75	382,316
April 2022	-	-	-	25.03	22.71	174,531
May 2022	-	-	-	24.98	23.41	170,987
June 2022	-	-	-	25.00	23.59	82,258
July 2022	-	-	-	24.45	23.40	126,179
August 2022	-	-	-	24.58	23.82	76,232
September 2022	-	-	-	24.28	22.00	116,816
October 2022	-	-	-	22.12	20.75	123,325

<sup>8</sup> On February 24, 2022, we redeemed all of our issued and outstanding Non-Cumulative First Preferred Shares Series BJ.

The following table provides the price range and trading volumes of the Depositary Shares on the NYSE for the period indicated. Prices are based on the reported amounts from NYSE Connect.

Month	Series C-2		
	High (US\$)	Low (US\$)	Volume
November 2021	28.31	27.91	3,340
December 2021	28.44	26.38	70,579
January 2022	27.48	26.75	18,080
February 2022	28.11	26.46	18,744
March 2022	27.12	26.58	6,754
April 2022	27.80	27.00	8,197
May 2022	27.30	26.20	6,877
June 2022	27.41	26.51	4,352
July 2022	28.05	26.70	4,808
August 2022	28.17	25.44	12,624
September 2022	26.17	25.43	12,744
October 2022	25.74	25.01	83,678

## DIVIDENDS

The Bank has had an uninterrupted history of paying dividends on its common shares and on each of its outstanding series of first preferred shares. Information about the Bank’s dividends paid or payable per share on the common shares and each outstanding series of first preferred shares in each of the two most recently completed years appears under the heading “Selected capital management activity” in the “Capital management” section beginning on page 111 of our 2022 Management’s Discussion and Analysis, which section is incorporated by reference herein. Information about restrictions on the payment of dividends appears under the heading “Restrictions on the payment of dividends” in Note 20 “Equity” on page 212 of our 2022 Annual Consolidated Financial Statements, which note is incorporated by reference herein.

The declaration amount and payment of future dividends will be subject to the discretion of the Bank’s board of directors, and will be dependent upon the Bank’s results of operations, financial condition, cash requirements and future regulatory restrictions on the payment of dividends and other factors deemed relevant by the board of directors.

Information about our dividends and our dividend payout ratio (common share dividends as a percentage of net income less preferred share dividends) is provided under the heading “Selected capital management activity” in the “Capital management” section beginning on page 111 of our 2022 Management’s Discussion and Analysis and in Note 20 “Equity” beginning on page 210 of our 2022 Annual Consolidated Financial Statements, which section and note are incorporated by reference herein.

## SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

In connection with each issuance of LRCNs, the Bank also concurrently issues first preferred shares. These LRCN Preferred Shares are held in the Limited Recourse Trust. Pursuant to the Amended and Restated Declaration of Trust for the Limited Recourse Trust and the share provisions for the LRCN Preferred Shares, the Trustee of the Limited Recourse Trust will only deliver the LRCN Preferred Shares to holders of LRCNs under certain prescribed circumstances further described herein under “Description of Capital Structure – Preferred Shares”.

## Securities Subject to Contractual Restriction on Transfer as at November 29, 2022

Designation of Class	Number of Securities that are Subject to a Contractual Restriction on Transfer	Percentage of Class
First Preferred Shares	1,750,000 Non-Cumulative First Preferred Shares Series BQ 1,250,000 Non-Cumulative First Preferred Shares Series BR 1,000,000 Non-Cumulative First Preferred Shares Series BS	3.75%

## DIRECTORS AND EXECUTIVE OFFICERS

### Directors

The following are the Bank's directors as at November 29, 2022:

Name and Year Elected	Province/State and Country of Residence	Occupation
Mirko Bibic (2022)	Ontario, CAN	President and Chief Executive Officer, BCE Inc. and Bell Canada
Andrew A. Chisholm (2016)	Ontario, CAN	Corporate Director
Jacynthe Côté (2014)	Quebec, CAN	Chair of the Board, Hydro-Quebec
Toos N. Daruvala (2015)	New York, U.S.	Corporate Director
David F. Denison (2012)	Ontario, CAN	Chair of the Board, Element Fleet Management Corp.
Cynthia Devine (2020)	Ontario, CAN	Interim President and Chief Executive Officer, Maple Leaf Sports and Entertainment
Roberta L. Jamieson (2021)	Ontario, CAN	Corporate Director
David I. McKay (2014)	Ontario, CAN	President and Chief Executive Officer, Royal Bank of Canada
Kathleen P. Taylor (2001)	Ontario, CAN	Chair of the Board, Royal Bank of Canada
Maryann Turcke (2020)	Ontario, CAN	Corporate Director
Thierry Vandal (2015)	New York, U.S.	President, Axiom Infrastructure US Inc.
Bridget A. van Kralingen (2011)	New Jersey, U.S.	Corporate Director
Frank Vettese (2019)	Ontario, CAN	Co-Founder, SummitNorth Advisory Corp.
Jeffery Yabuki (2017)	Nevada, U.S.	Chairman, Sportradar AG and Chairman, Motive Partners GP, LLC

Directors are elected annually and hold office until the next annual meeting of shareholders. Since November 1, 2017, the directors have held the principal occupations described above, except for the following:

*Mr. Mirko Bibic* served in a variety of leadership positions since joining BCE Inc. in 2004, including Chief Operating Officer from 2018 through 2020 and Executive Vice President, Corporate Development and Chief Legal and Regulatory Officer from 2012 to 2018.

*Mr. Toos N. Daruvala* was Co-Chief Executive Officer, MIO Partners, Inc. from November 2016 through March 2021.

*Ms. Cynthia Devine* was Executive Vice President, Chief Financial Officer and Corporate Secretary, RioCan Real Estate Investment Trust from March 2015 through March 2017.

*Ms. Roberta L. Jamieson* was President and Chief Executive Officer of Indspire (a Canadian Indigenous charity that invests in the education of First Nations, Inuit and Métis people) from November 2004 through December 2020.

*Ms. Maryann Turcke* was Senior Advisor, Brookfield Infrastructure Partners L.P. from September 2020 through September 2022, Senior Advisor, National Football League from September 2020 through 2021, Chief Operating Officer, National Football League from April 2017 through September 2020 and President, Bell Media from April 2015 through February 2017.

*Ms. Bridget van Kralingen* served in a variety of leadership positions since joining IBM Corporation in 2004 until her retirement as Senior Vice-President of Special Projects in December 2021. She has also served as Senior Vice-President of Global Markets, Senior Vice-President of Global Industries, Platform and Blockchain, Senior Vice-President of IBM Global Business Services and General Manager of IBM North America.

*Mr. Frank Vettese* served in a variety of leadership positions since joining Deloitte Canada in 2002, most recently as Managing Partner and Chief Executive from 2012 through June 2019.

*Mr. Jeffery Yabuki* was Executive Chairman, Fiserv, Inc. from June through December 2020 and Chief Executive Officer, Fiserv, Inc. from 2005 through June 2020.

## Committees of the Board

***Audit Committee:*** F. Vettese (Chair), T.N. Daruvala, C. Devine, M. Turcke, B.A. van Kralingen and J. Yabuki.

***Risk Committee:*** A.A. Chisholm (Chair), M. Bibic, J. Côté, D.F. Denison, R.L. Jamieson and T. Vandal.

***Governance Committee:*** J. Côté (Chair), M. Bibic, A.A. Chisholm, D.F. Denison, C. Devine and R.L. Jamieson.

***Human Resources Committee:*** T. Vandal (Chair), T.N. Daruvala, M. Turcke, B.A. van Kralingen, F. Vettese and J. Yabuki.

## Executive Officers

The following are the Bank's executive officers as at November 29, 2022:

Name	Province/State and Country of Residence	Title
Nadine Ahn	Ontario, CAN	Chief Financial Officer
Maria Douvas	New York, U.S.A.	Chief Legal Officer
Douglas Guzman	Ontario, CAN	Group Head, RBC Wealth Management, RBC Insurance and RBC Investor & Treasury Services
Graeme Hepworth	Ontario, CAN	Chief Risk Officer
Christoph Knoess	New York, U.S.A.	Chief Administrative & Strategy Officer
David I. McKay	Ontario, CAN	President & Chief Executive Officer
Neil McLaughlin	Ontario, CAN	Group Head, Personal & Commercial Banking
Derek Neldner	Ontario, CAN	CEO and Group Head, RBC Capital Markets
Kelly Pereira	Ontario, CAN	Chief Human Resources Officer
Bruce Ross	Ontario, CAN	Group Head, Technology and Operations

Since November 1, 2017, the executive officers have held the positions described below:

*Ms. Nadine Ahn* was appointed to Group Executive in her role as Chief Financial Officer effective November 1, 2021. Prior to her current role, Ms. Ahn was Senior Vice President, Wholesale Finance & Investor Relations since March 2019 and Senior Vice President, CFO Wholesale Finance since June 2016 and Vice President & Controller, Global Head of Financial Control, Capital Markets Finance since 2014.

*Ms. Maria Douvas* was appointed to the Group Executive in her role as Chief Legal Officer effective September 17, 2021. Prior to her current role, Ms. Douvas was Executive Vice President and General Counsel since February 2021, Senior Vice President, U.S. General Counsel and Global Head of Litigation since September 2018 and Vice President and Global Head of Litigation and Employment Law since April 2016.

*Mr. Douglas Guzman* was appointed to Group Executive in his role as Group Head, RBC Wealth Management & Insurance effective November 1, 2015 and assumed leadership of RBC Investor & Treasury Services effective November 1, 2019. Prior to his current role, Mr. Guzman was Managing Director and Head Global Investment Banking, Capital Markets since 2006.

*Mr. Graeme Hepworth* was appointed to Group Executive in his role as Chief Risk Officer of Royal Bank of Canada effective April 9, 2018. Prior to his current role, Mr. Hepworth was Executive Vice President, Group Risk Management, Retail and Commercial Risk since 2017, Senior Vice President, Group Risk Management, Personal & Commercial Banking since 2015.

*Mr. Christoph Knoess* was appointed to the Group Executive in his role as Chief Administrative Officer effective December 2, 2019. Prior to joining RBC, Mr. Knoess was a Partner in Digital, Technology and Organizational Agility in Banking at McKinsey & Company since 2017 and prior to that he was a Partner and Global Head of the Digital, Technology and Analytics Practice at Oliver Wyman since 2008.



*Mr. David I. McKay* was appointed President of Royal Bank of Canada effective in February 2014 and Chief Executive Officer effective in August 2014. Mr. McKay was appointed to Group Executive in his role as Group Head, Canadian Banking in April 2008 and was appointed Group Head, Personal & Commercial Banking effective October 31, 2012.

*Mr. Neil McLaughlin* was appointed to Group Executive in his role as Group Head, Personal & Commercial Banking effective May 2017. In September 2021, Mr. McLaughlin also assumed responsibility for RBC Ventures. Prior to his current role, Mr. McLaughlin was Executive Vice President, Business Financial Services, Personal & Commercial Banking since October 2014.

*Mr. Derek Neldner* was appointed to the Group Executive in his role as Group Head and CEO, Capital Markets effective November 1, 2019. Prior to his current role, Mr. Neldner was Global Head of Investment Banking since June 2018, and Head, Canadian and Asia Pacific Banking since June 2014.

*Ms. Kelly Pereira* was appointed to Group Executive in her role as Chief Human Resources Officer effective June 1, 2022. Prior to her current role, Ms. Pereira was Senior Vice President, Talent Strategy and Solutions since June 2020, and Senior Vice President Leadership Development and Reimagine HR since July 2017.

*Mr. Bruce Ross* was appointed to Group Executive in his role as Group Head, Technology and Operations effective in January 2014. Prior to joining RBC, Mr. Ross was with IBM, holding a series of progressively more senior positions.

### **Ownership of Securities**

To our knowledge, as at October 31, 2022, the directors and executive officers, as a group, beneficially own or exercise control or direction over less than one per cent (1%) of our common and preferred shares. None of our directors or executive officers holds shares of our subsidiaries except where required for qualification as a director of a subsidiary.

### **Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

To the best of our knowledge, no director or executive officer,

- (a) is, as at November 29, 2022 or has been, within the 10 years before, a director, chief executive officer or chief financial officer of any company (including our company), that while that person was acting in that capacity,
  - (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under Canadian securities legislation,<sup>9</sup> for a period of more than 30 consecutive days, or
  - (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director, chief executive officer or chief financial officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under Canadian securities legislation,<sup>9</sup> for a period of more than 30 consecutive days, or
- (b) is, as at November 29, 2022 or has been, within the 10 years before, a director or executive officer of any company (including our company), that while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any

<sup>9</sup> National Instrument 14-101 restricts the meaning of “securities legislation” to Canadian provincial and territorial legislation and “securities regulatory authority” to Canadian provincial and territorial securities regulatory authorities.

legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or

- (c) has, within the 10 years before November 29, 2022, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or executive officer.

To the best of our knowledge, none of our directors or executive officers have been subject to (a) any penalties or sanctions imposed by a court relating to Canadian securities legislation<sup>10</sup> or by a Canadian securities regulatory authority<sup>10</sup> or has entered into a settlement agreement with a Canadian securities regulatory authority,<sup>10</sup> or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### **Conflicts of Interest**

To the best of our knowledge, no director or executive officer has an existing or potential material conflict of interest with us or any of our subsidiaries.

## **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

In the ordinary course of our business, we are routinely involved in or parties to various ongoing, pending and threatened legal actions and proceedings.

A description of certain legal proceedings to which we are a party appears in Note 25 “Legal and regulatory matters” beginning on page 219 of our 2022 Annual Consolidated Financial Statements, which note is incorporated by reference herein.

Since October 31, 2021, (a) there have been no penalties or sanctions imposed against us by a court relating to Canadian securities legislation<sup>10</sup> or by a Canadian securities regulatory authority<sup>10</sup> which are individually or in the aggregate material to the Bank, (b) there have been no other penalties or sanctions imposed by a court or regulatory body against us that would likely be considered important to a reasonable investor in making an investment decision, and (c) we have not entered into any settlement agreements with a court relating to Canadian securities legislation<sup>10</sup> or with a Canadian securities regulatory authority<sup>10</sup>.

## **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

To the best of our knowledge, there were no directors or executive officers or any associate or affiliate of a director or executive officer with a material interest in any transaction within the three most recently completed financial years or during the current financial year that has materially affected us or is reasonably expected to materially affect us.

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<sup>10</sup> National Instrument 14-101 restricts the meaning of “securities legislation” to Canadian provincial and territorial legislation and “securities regulatory authority” to Canadian provincial and territorial securities regulatory authorities.

## TRANSFER AGENT AND REGISTRAR

For Canada, Computershare Trust Company of Canada is the transfer agent and registrar for our common shares and our preferred shares. Their principal offices are in the cities of: Montreal, QC; Toronto, ON; Calgary, AB and Vancouver, BC. In the U.S., Computershare Trust Company, N.A. is the co-transfer agent located in Canton, Massachusetts, Jersey City, New Jersey and Louisville, Kentucky. In the U.K., Computershare Services PLC is the co-transfer agent located in Bristol, England.

## EXPERTS

PricewaterhouseCoopers LLP (PwC), Chartered Professional Accountants, Licensed Public Accountants, audited our Annual Consolidated Financial Statements, which comprise the consolidated balance sheets as of October 31, 2022 and October 31, 2021 and the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for the years then ended, including the related notes and the effectiveness of our internal control over financial reporting as of October 31, 2022. PwC has advised that they are independent with respect to the Bank within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario and the rules and regulations adopted by the SEC and the Public Company Accounting Oversight Board (United States).

## AUDIT COMMITTEE

### Audit Committee Mandate

The mandate of the Audit Committee is attached as Appendix C to this Annual Information Form.

### Composition of Audit Committee

The Audit Committee consists of Frank Vettese (Chair), Toos N. Daruvala, Cynthia Devine, Maryann Turcke, Bridget A. van Kralingen and Jeffery Yabuki. The board has determined that each member of the Audit Committee is independent under our Director Independence Policy, which incorporates the independence standards under applicable Canadian and U.S. laws and regulations and none receives, directly or indirectly, any compensation from us other than ordinary course compensation for service as a member of the board of directors and its committees or of a board of directors of one or more of our subsidiaries. All members of the Audit Committee are financially literate within the meaning of *National Instrument 52-110 – Audit Committees* and of the Corporate Governance Standards of the NYSE. In considering the criteria for determining financial literacy, the board of directors looks at the ability of a director to read and understand a balance sheet, an income statement and a cash flow statement of a financial institution. The board has determined that each of Frank Vettese, Cynthia Devine and Jeffery Yabuki qualifies as an “audit committee financial expert” as defined by the SEC.

### Relevant Education and Experience of Audit Committee Members

In addition to each member’s general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his or her responsibilities as an Audit Committee member is as follows:

*Frank Vettese, B.B.A., FCA*, earned his Bachelor of Business Administration from the Schulich School of Business and is a Chartered Accountant and a fellow of the Canadian Institute of Chartered Accountants. Mr. Vettese was Managing Partner and Chief Executive of Deloitte Canada from 2012 to June 2019. Mr. Vettese has been a member of the Audit Committee since July 2019.

*Toos N. Daruvala* earned his MBA from the University of Michigan and his Bachelor of Technology degree in electrical engineering from the Indian Institute of Technology. Mr. Daruvala was Co-Chief Executive Officer of MIO Partners, Inc. from 2015 to 2021, and held various senior positions at McKinsey & Company from 1983 to 2015, including Senior Partner, Risk Practice and Director, Banking and Securities Practice. He concluded his 33 year career at McKinsey & Company by serving as Senior Advisor and Director Emeritus in 2016. Mr. Daruvala has been a member of the Audit Committee since April 2022.

*Cynthia Devine, FCPA, FCA, HBA*, earned her Honors Business Administration degree from Western University. Ms. Devine became a Fellow of the Institute of Chartered Accountants of Ontario in 2011. Ms. Devine is the interim President and Chief Executive Officer of Maple Leaf Sports & Entertainment. She was the Chief Financial Officer from 2017 to 2022. From 2003 to 2014, Ms. Devine served as Chief Financial Officer of Tim Hortons Inc., and from 2015 to 2017 served as Executive Vice President, Chief Financial Officer and Corporate Secretary of RioCan Real Estate Investment Trust. Ms. Devine serves as a director and Audit Committee Chair for Empire Company Limited/Sobeys Inc. Ms. Devine has been a member of our Audit Committee since July 2020.

*Maryann Turcke, B.S., M.S., M.B.A.*, earned her Bachelor of Science in Civil Engineering degree from Queen's University, her Master of Science in Engineering degree from the University of Toronto and her Master of Business Administration from Queen's University. Ms. Turcke was Chief Operating Officer of the National Football League from 2018 to 2020, President, NFL Network, Digital Media, IT and Films from 2017 to 2018 and President of Bell Media from 2014 to 2017. Ms. Turcke is Senior Advisor of Brookfield Infrastructure Partners. Ms. Turcke has been a member of our Audit Committee since January 2020.

*Bridget A. van Kralingen, M.C., B.C.*, earned her Bachelor of Commerce from the University of the Witwatersrand, South Africa, her Master of Commerce in Industrial and Organisational Psychology from the University of South Africa, and her honours degree in commerce from the University of Johannesburg. Ms. van Kralingen is Senior Vice-President, Special Projects of IBM Corporation. Ms. van Kralingen held various senior positions at IBM Corporation from 2004 to 2021, including Senior Vice-President, Global Markets and Senior Vice-President, Global Business Services. Ms. van Kralingen was Managing Partner at Deloitte Consulting, US from 2001 to 2004. Ms. van Kralingen is a member of the boards of the New York Historical Society and the Partnership for New York City. Ms. van Kralingen has been a member of our Audit Committee since August 2021.

*Jeffery Yabuki, B.S.*, earned his Bachelor of Science in Business Administration and Accounting from California State University, Los Angeles, and was previously licensed as a Certified Public Accountant. Mr. Yabuki is the Chairman of Sportradar AG. Mr. Yabuki was President and Chief Executive Officer of Fiserv, Inc. from 2005 to 2019, Chairman and Chief Executive Officer until 2020, and Executive Chairman until 2020. Mr. Yabuki held various senior positions at H&R Block, Inc. from 1999 to 2005, including the position of Executive Vice President and Chief Operating Officer. Mr. Yabuki has been a member of our Audit Committee since October 2017.

### **Pre-Approval Policies and Procedures**

The Audit Committee has adopted a policy that requires pre-approval by the Audit Committee of audit services and other services within permissible categories of non-audit services. The policy prohibits us from engaging the Bank's independent auditor for "prohibited" categories of non-audit services. A copy of our Pre-Approval Policies and Procedures can be found in Appendix D.

## Independent Registered Public Accounting Firm Fees

Following a tender process, PwC was appointed our independent auditor by the Board of Directors on January 29, 2016, which appointment was approved by the Bank's shareholders at the Annual and Special Meeting of Common Shareholders held on April 6, 2016. Fees relating to the years ended October 31, 2022 and October 31, 2021 to PwC and its affiliates, including the nature of each category of fees, are detailed below.

	Year ended October 31, 2022 (\$Millions)			Year ended October 31, 2021 (\$Millions)		
	Bank and Subsidiaries	Mutual Funds <sup>(1)</sup>	Total	Bank and Subsidiaries	Mutual Funds <sup>(1)</sup>	Total
<b>Audit fees</b>	41.6	3.3	<b>44.9</b>	38.5	2.5	<b>41.0</b>
<b>Audit-related fees</b>	9.9	-	<b>9.9</b>	8.1	-	<b>8.1</b>
<b>Tax fees</b>	0.1	0.3	<b>0.4</b>	-	0.3	<b>0.3</b>
<b>All other fees</b>	0.5	0.5	<b>1.0</b>	0.6	0.6	<b>1.2</b>
<b>Total fees</b>	52.1	4.1	<b>56.2</b>	47.2	3.4	<b>50.6</b>

<sup>(1)</sup> The Mutual Funds category includes fees paid for professional services provided by PwC for certain mutual funds managed by subsidiaries of the Bank. In addition to other administrative costs, the subsidiaries are responsible for the auditors' fees for professional services rendered in connection with the annual audit, statutory and regulatory filings and other services for the Mutual Funds in return for a fixed administration fee.

### Audit Fees

Audit fees were paid for professional services rendered by the Bank's independent auditor for the integrated audit of the Annual Consolidated Financial Statements of the Bank, including its audit of the effectiveness of our internal control over financial reporting, and any financial statement audits of our subsidiaries. In addition, audit fees were paid for services that generally only the Bank's independent auditor reasonably can provide, which includes services provided in connection with statutory and regulatory filings, including those related to prospectuses and other offering documents.

### Audit-Related Fees

Audit-related fees were paid for assurance and related services that are reasonably related to the performance of the audit or review of our Annual Consolidated Financial Statements and are not reported under the audit fees item above. These services consisted of:

- special attest services traditionally performed by the Bank's independent auditor not required by statute or regulation;
- reporting on the effectiveness of internal controls as required by contract or for business reasons;
- the audits of the financial statements of our various pension plans;
- the audits of various trusts and limited partnerships; and
- financial and reporting standards advice.

### Tax Fees

Tax fees were paid for tax compliance services including preparation of tax returns for certain mutual funds managed by subsidiaries of the bank and a subscription for services to provide specific tax data and information to complete routine tax schedules and calculations for clients.

## All Other Fees

These services consist of French translation of financial statements and related continuous disclosure and other public documents containing financial information for us and certain of our subsidiaries, regulatory compliance services as well as accounting and other research publications.

## ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of our securities, and securities authorized for issuance under equity compensation plans, where applicable, is contained in the Bank's Management Proxy Circular for the most recent annual meeting of shareholders. Additional financial information is provided in our Annual Consolidated Financial Statements and Management's Discussion and Analysis which are included in our 2022 Annual Report.

Copies of this Annual Information Form, our 2022 Annual Report and Management Proxy Circular in respect of the most recent annual meeting of shareholders may be obtained from Investor Relations at 200 Bay Street, South Tower, Toronto, Ontario, M5J 2J5 (416-955-7802).

This Annual Information Form, the Annual Consolidated Financial Statements and Management's Discussion and Analysis for the year ended October 31, 2022, as well as additional information about us may be found on our website at [rbc.com](http://rbc.com), on SEDAR, the Canadian Securities Administrators' website, at [sedar.com](http://sedar.com), and on the EDGAR section of the SEC's website at [sec.gov](http://sec.gov).

Information contained in or otherwise accessible through the websites mentioned in this Annual Information Form does not form a part of this Annual Information Form. All references in this Annual Information Form to websites are inactive textual references and are for your information only.

## TRADEMARKS

Trademarks used in this Annual Information Form include the RBC LION & GLOBE Design, ROYAL BANK OF CANADA, RBC, RBC Insurance and Leo LRCN Limited Recourse Trust which are trademarks of Royal Bank of Canada used by Royal Bank of Canada and/or by its subsidiaries under license. All other trademarks mentioned in this Annual Information Form, which are not the property of Royal Bank of Canada, are owned by their respective holders.

## APPENDIX A – PRINCIPAL SUBSIDIARIES

(Millions of Canadian dollars)		As at October 31, 2022
Principal subsidiaries <sup>(1)</sup>	Principal office address <sup>(2)</sup>	Carrying value of voting shares owned by the Bank <sup>(3)</sup>
<b>Royal Bank Holding Inc.</b>	Toronto, Ontario, Canada	\$ 77,914
RBC Direct Investing Inc.	Toronto, Ontario, Canada	
RBC Insurance Holdings Inc.	Mississauga, Ontario, Canada	
RBC Life Insurance Company	Mississauga, Ontario, Canada	
R.B.C. Holdings (Bahamas) Limited	Nassau, New Providence, Bahamas	
RBC Caribbean Investments Limited	George Town, Grand Cayman, Cayman Islands	
Royal Bank of Canada Insurance Company Ltd.	Camana Bay, Grand Cayman, Cayman Islands	
Investment Holdings (Cayman) Limited	George Town, Grand Cayman, Cayman Islands	
RBC (Barbados) Funding Ltd.	St. Michael, Barbados	
Capital Funding Alberta Limited	Calgary, Alberta, Canada	
RBC Global Asset Management Inc.	Toronto, Ontario, Canada	
RBC Investor Services Trust	Toronto, Ontario, Canada	
RBC Investor Services Bank S.A.	Esch-sur-Alzette, Luxembourg	
RBC (Barbados) Trading Bank Corporation	St. James, Barbados	
<b>RBC U.S. Group Holdings LLC <sup>(2)</sup></b>	Toronto, Ontario, Canada	27,655
RBC USA Holdco Corporation <sup>(2)</sup>	New York, New York, U.S.	
RBC Capital Markets, LLC <sup>(2)</sup>	New York, New York, U.S.	
City National Bank	Los Angeles, California, U.S.	
<b>RBC Dominion Securities Limited</b>	Toronto, Ontario, Canada	13,535
RBC Dominion Securities Inc.	Toronto, Ontario, Canada	
<b>Royal Bank Mortgage Corporation</b>	Toronto, Ontario, Canada	5,604
<b>RBC Europe Limited</b>	London, England	2,669
<b>The Royal Trust Company</b>	Montreal, Quebec, Canada	1,215
<b>Royal Trust Corporation of Canada</b>	Toronto, Ontario, Canada	486

(1) The Bank directly or indirectly controls each subsidiary.

(2) Each subsidiary is incorporated or organized under the laws of the state or country in which the principal office is situated, except for RBC U.S. Group Holdings LLC and RBC USA Holdco Corporation which are incorporated under the laws of the State of Delaware, U.S. and RBC Capital Markets, LLC, which is organized under the laws of the State of Minnesota, U.S.

(3) The carrying value of voting shares is stated as the Bank's equity in such investments.

## APPENDIX B – EXPLANATION OF RATINGS AND OUTLOOK

Institution	Rating	Outlook
<b>Moody's</b>	<ul style="list-style-type: none"> <li>• Obligations rated 'Aa' are judged to be of high quality and are subject to very low credit risk.</li> <li>• Obligations rated 'A' are judged to be upper medium-grade and are subject to low credit risk.</li> <li>• Obligations rated 'Baa' are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics.</li> <li>• Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.</li> <li>• Additionally, a "(hyb)" indicator is appended to all ratings of hybrid securities issued by banks, insurers, finance companies, and securities firms.</li> <li>• Ratings of 'Prime-1' reflect a superior ability to repay short-term obligations.</li> </ul>	<p>A Moody's rating outlook is an opinion regarding the likely rating direction over the medium term.</p>
<b>Standard &amp; Poor's</b>	<ul style="list-style-type: none"> <li>• An obligation rated 'AA' differs from the highest-rated obligations only to a small degree. The obligor's capacity to meet its financial commitment on the obligation is very strong.</li> <li>• An obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong.</li> <li>• An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation.</li> <li>• Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories.</li> <li>• A short-term obligation rated 'A-1' is rated in the highest category by S&amp;P Global Ratings. The obligor's capacity to meet its financial commitments on the obligation is strong. Within this category, certain obligations are designated with a plus sign (+). This indicates that the obligor's capacity to meet its financial commitments on these obligations is extremely strong. A short term obligation rated 'A-1+' has extremely strong capacity to meet its financial commitments.</li> </ul>	<p>An S&amp;P Global Ratings outlook assesses the potential direction of a long-term credit rating over the intermediate term, which is generally up to two years for investment grade and generally up to one year for speculative grade.</p>



Institution	Rating	Outlook
<b>Fitch</b>	<ul style="list-style-type: none"> <li>• ‘AA’ (Very High Credit Quality) ratings denote expectations of very low default risk. They indicate very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.</li> <li>• ‘A’ (High Credit Quality) ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.</li> <li>• ‘BBB’ (Good Credit Quality) ratings indicate that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity.</li> <li>• The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories.</li> <li>• ‘F1’ (Highest Short-Term Credit Quality) ratings indicate the strongest intrinsic capacity for timely payment of financial commitments; may have an added "+" to denote any exceptionally strong credit feature.</li> </ul>	<p>Outlooks indicate the direction a rating is likely to move over a one- to two-year period. They reflect financial or other trends that have not yet reached or been sustained the level that would cause a rating action, but which may do so if such trends continue.</p>
<b>DBRS</b>	<ul style="list-style-type: none"> <li>• An obligation rated ‘AA’ is of superior credit quality. The capacity for the payment of financial obligations is considered high. Credit quality differs from AAA only to a small degree. Unlikely to be significantly vulnerable to future events.</li> <li>• An obligation rated ‘A’ is of good credit quality. The capacity for the payment of financial obligations is substantial, but of lesser credit quality than AA. May be vulnerable to future events, but qualifying negative factors are considered manageable.</li> <li>• All long term obligation rating categories other than AAA and D also contain subcategories (high) and (low). The absence of either a (high) or (low) designation indicates the credit rating is in the middle of the category.</li> <li>• R-1 (high) ratings indicate the highest credit quality. The capacity for the payment of short-term financial obligations as they fall due is exceptionally high. Unlikely to be adversely affected by future events.</li> <li>• Preferred shares rated Pfd-1 are generally of superior credit quality and are supported by entities with strong earnings and balance sheet characteristics. Pfd-1 ratings generally correspond with issuers with a AAA or AA category reference point.</li> <li>• Preferred shares rated Pfd-2 are generally of good credit quality. Protection of dividends and principal is still substantial, but earnings, the balance sheet and coverage ratios are not as strong as Pfd-1 rated companies. Generally, Pfd-2 ratings correspond with issuers with an A category or higher reference point.</li> </ul>	<p>Rating Trends provide guidance in respect of DBRS Morningstar’s opinion regarding the outlook for a rating. The Rating Trend indicates the direction in which DBRS Morningstar considers the rating may move if present circumstances continue, or in certain cases as it relates to the Corporate Finance sector, unless challenges are addressed by the issuer.</p>

## **WHAT THE RATINGS ADDRESS:**

### **Short-term and Long-term Senior Debt**

Short-term and long-term senior debt credit ratings are the current opinion of the rating agency on creditworthiness of an obligor with respect to fixed-income obligations whose original maturity is of a short and medium to long-term nature, respectively. They address the possibility that a financial obligation will not be honoured as promised and reflect both the likelihood of default and any financial loss suffered in the event of default.

### **Subordinated Debt**

Subordinated debt credit ratings are the current opinion of the rating agency on creditworthiness of an obligor with respect to a specific financial obligation and a specific class of financial obligation for a specific financial program. Ratings take into consideration the creditworthiness of guarantors, insurers, or other forms of credit enhancement on the obligation and takes into account the currency in which the obligation is denominated.

### **Preferred Stock**

Preferred stock ratings address the issuer's capacity and willingness to pay dividends and principal, in case of limited life, on a timely basis. They address the likelihood of timely payment of dividends, notwithstanding the legal ability to pass on or defer a dividend payment.

### **Rating Outlook**

Rating Outlook assesses the potential direction of a credit rating over the intermediate to longer term. In determining a Rating Outlook consideration is given to any changes in the economic and fundamental business conditions. An Outlook is not necessarily a precursor of a rating change.

**ROYAL BANK OF CANADA**  
(the Bank)  
May 25, 2022

**AUDIT COMMITTEE MANDATE**

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**A. PURPOSE AND DUTIES OF THE COMMITTEE**

**1. General Purpose**

The Committee is responsible for assisting the Bank's board of directors (the Board) in its oversight of (i) the integrity of the Bank's financial statements; (ii) the qualifications, performance and independence of the external auditors; (iii) the performance of the Bank's internal audit function; (iv) internal controls; and (v) compliance with legal and regulatory requirements.

**2. Financial Statements and other Documents**

The Committee will regularly review and discuss the following:

- a) prior to review and approval by the Board, the Bank's annual statement which includes its annual consolidated financial statements, its quarterly financial statements, and related management's discussion and analysis;
- b) earnings releases on interim and annual results, the annual information form, the annual report and other financial information, earnings guidance and presentations provided to analysts, rating agencies and the public;
- c) such other periodic disclosure documents as requested by regulators or that may be required by law;
- d) investments and transactions brought to the Committee's attention that could adversely affect the Bank's well-being;
- e) prospectuses relating to the issuance of securities of the Bank;
- f) representations provided by management to the auditors, where appropriate;
- g) reports on any litigation matters which could significantly affect the Bank;
- h) tax matters that are material to the financial statements;
- i) reports from the Chief Compliance Officer (the CCO) on regulatory compliance matters, and from the Chief Anti-Money Laundering Officer (the CAMLO) on anti-money laundering matters; and
- j) other reports as required to be communicated by the auditors by the Canadian Public Accountability Board, the Office of the Superintendent of Financial Institutions, and the U.S. Public Company Accounting Oversight Board.

Moreover, the Committee will ensure that adequate procedures are in place for the review of the Bank's public disclosure of financial information derived from the Bank's financial statements, and will periodically assess the adequacy of these procedures.

### **3. External Auditor**

Subject to the shareholders' powers conferred by the *Bank Act*, the Committee will recommend the appointment (or revocation thereof) of any registered public accounting firm (including the external auditor) engaged to prepare or issue an audit report or to perform other audit, review or attest services. The Committee will fix the remuneration and oversee the work of these accounting firms, including the resolution of disagreements with management regarding financial reporting. Such accounting firms will report directly to the Committee.

Moreover, as part of its oversight of the external auditor the Committee will:

- a) meet with the external auditor to review and discuss the annual audit plan, the results of the audit, the auditor's report with respect to the annual statement, and all other reports, returns and transactions as required by applicable laws;
- b) approve all audit engagement fees and terms, as well as the terms of any permitted non-audit services to be provided by the external auditor to the Bank, with such approvals to be given specifically or pursuant to preapproval policies and procedures adopted by the Committee in accordance with applicable laws;
- c) review any concerns that may be brought forward by the external auditor, including any difficulties they may encounter in conducting their audit, as well as management's response to such concerns;
- d) review material correspondence between the external auditor and management relating to audit findings;
- e) taking into account the opinions of management and the Bank's internal auditor, annually assess the external auditor's qualifications and performance, including relevant experience, geographical reach, professional scepticism, quality of services and communications, and independence and objectivity;
- f) review formal written statements delineating all relationships between the external auditor and the Bank that may impact its independence and objectivity;
- g) annually assess the risk of the external auditor withdrawing from the audit;
- h) discuss with the external auditor and with management the annual audited financial statements and quarterly financial statements, as well as related management's discussion and analysis;
- i) review hiring policies concerning partners, employees and former partners and employees of the present and former external auditors;
- j) review and evaluate the qualifications, performance and independence of the external auditor's lead partner and discuss the timing and process for implementing the rotation of the lead audit partner, the concurring audit partners and any other active audit engagement team partner;

- k) on a periodic basis, perform a comprehensive review of the performance of the External Auditor over multiple years to assess the audit firm, its independence and application of professional skepticism; and
- l) at least annually, obtain and review a report by the external auditor describing: (i) the external auditor's internal quality-control procedures; (ii) the external auditor's internal procedures to ensure independence; and (iii) any material issues raised by the most recent internal quality-control review or peer review of the external auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditor, and any steps taken to deal with any such issues.

#### **4. Oversight of Independent Control Functions**

The Committee will oversee the finance, compliance, anti-money laundering and internal audit functions, having regard to their independence from the businesses whose activities they review. The Committee will review and approve the appointment or removal of each of the Chief Financial Officer (the CFO), the CCO, the CAMLO, and the Chief Audit Executive (the CAE), as well as their respective mandates and the mandates or charters of their respective functions. The Committee will approve each of the functions' organizational structures, budgets and resources. Every year the Committee will assess the performance of each of the CFO, CCO, CAMLO and CAE and the effectiveness their respective functions. It will also periodically review independent assessments of each of these functions. Moreover, it will annually review and approve the internal audit function's overall risk methodology.

#### **5. Internal Control**

The Committee will assist in the oversight of internal control by engaging in the following activities:

- a) requiring management to implement and maintain appropriate systems of internal control, including internal controls over financial reporting and for the prevention and detection of fraud and error;
- b) evaluating and approving systems of internal control and meeting regularly with the CAE and with management to assess the adequacy and effectiveness of these systems;
- c) receiving reasonable assurances on a regular basis from management that the organization is in control;
- d) reviewing reports from the Chief Executive Officer (the CEO) and the CFO regarding any significant deficiency or material weakness in the design or operation of internal controls over financial reporting and the detection of fraud involving management or other employees who have a significant role in the Bank's internal control over financial reporting;
- e) reviewing and approving the Bank's disclosure policy and reviewing reports on the effectiveness of the Bank's disclosure controls and procedures;
- f) reviewing the process relating to the CEO and CFO's certifications on the design and effectiveness of the Bank's disclosure controls and procedures and internal control over financial reporting, and the integrity of the Bank's quarterly and annual financial statements.

## **6. Internal Auditor**

The Committee will regularly meet with the CAE to review and approve the annual internal audit plan and review internal audit activities. The Committee will review and discuss with the CAE issues reported to management by the internal audit function and management's responses and/or corrective actions. The Committee will also evaluate the status of identified control weaknesses, as well as the adequacy and degree of compliance with the Bank's systems of internal control. Other issues that the Committee may review with the CAE include audit scope, information access, resource limitations or any other difficulties encountered by the internal audit function.

## **7. Capital Management**

The Committee will review capital transactions and may designate and authorize the issue of (i) First Preferred Shares and (ii) securities qualifying as additional Tier 1 capital under capital adequacy guidelines issued by the Superintendent of Financial Institutions. The Committee may also review and approve securities disclosure documents in connection with issues of the Bank's subordinated indebtedness as provided in the relevant resolution of the Board.

The Committee will review the adequacy and effectiveness of internal controls related to capital management. It will also discuss with the external auditors any matters arising from the audit that may have an impact on regulatory or capital disclosures included in the Bank's annual statement.

## **8. Committee Reports**

The Committee is responsible for preparing any report from the Committee that may be included in the Bank's annual proxy statement.

## **9. Other**

- a) The Committee will discuss major issues regarding accounting principles and financial statement presentations, including significant changes in the Bank's selection or application of accounting principles and analyses prepared by management or the external auditors regarding financial reporting issues and judgments made in connection with the preparation of the financial statements;
- b) The Committee will establish procedures for managing complaints received by the Bank regarding accounting, internal accounting controls or auditing matters, as well as procedures for the confidential and anonymous submission by employees of concerns regarding accounting, internal accounting controls or auditing matters. The Committee will receive reports from the Ombudsman at each Committee meeting and will meet with the Ombudsman annually in relation to these procedures;
- c) The Committee will review and discuss any reports concerning material violations submitted to it by the Bank's legal counsel pursuant to applicable law and policy;
- d) The Committee will discuss the major financial risk exposures of the Bank and the steps management has taken to monitor and control such exposures;
- e) Subject to the laws applicable to the subsidiary, the Committee may perform for and on behalf of a subsidiary the functions of an audit committee of the subsidiary.

## **B. COMMITTEE COMPOSITION AND PROCEDURES**

### **1. Composition of Committee**

The Committee will be composed of five or more directors. No Committee member may be an officer or employee of the Bank or of an affiliate of the Bank. Each Committee member will be (i) unaffiliated, as determined in accordance with the regulations made under the *Bank Act*, and (ii) independent, as determined by director independence standards adopted by the Board. Committee membership will reflect a balance of experience and expertise required to fulfill the Committee's mandate.

All Committee members will be financially literate or become financially literate within a reasonable period after appointment to the Committee. At least one member will have accounting or financial management expertise. No member may serve on the audit committees of more than two other public companies, unless the Board determines such simultaneous service would not impair the member's ability to serve effectively on the Committee.

### **2. Appointment of Committee Members**

The Board will appoint or reappoint the Committee members at the annual organizational meeting of the directors. In the normal course members will serve a minimum of three years. Each member will remain a member until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board may fill a vacancy that occurs in the Committee at any time.

### **3. Committee Chair and Secretary**

The Board will appoint or reappoint a Committee Chair from among the members of the Committee. If the Board fails to do so, the Committee members will make the appointment or re-appointment. In the normal course the Committee Chair will serve a minimum of three years. The Committee Chair will not be a former employee of the Bank or of an affiliate. The Secretary of the Committee need not be a director.

### **4. Time and Place of Meetings**

Meetings may be called by any Committee member, the external auditors, the CFO, the Board Chair, the CEO or the Chief Audit Executive. The Committee members will determine the time and place of and the procedure at meetings, provided that the Committee meets at least quarterly. The Committee members may participate in meetings in person or by telephone, electronic or other communications facilities. The Committee may request any officer or employee of the Bank or the Bank's outside counsel or external auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

### **5. Quorum**

A quorum for meetings will be three members.

### **6. Notice of Meetings**

Notice of the time and place of each meeting will be generally given in writing or by telephone, or by electronic or other communications facilities, to each Committee member and to the external auditors at least 24 hours prior to the time fixed for such meeting; however,

- a) a member may in any manner waive notice of a meeting and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called;
- b) a resolution in writing signed by all the members entitled to vote on that resolution at a Committee meeting, other than a resolution of the Committee carrying out its duties under subsection 194(3) of the *Bank Act*, will be as valid as if it had been passed at a meeting of the Committee; and
- c) capital transactions may be reviewed and/or authorized at a meeting of which at least one hour prior notice is given.

## **7. Delegation**

The Committee may designate a sub-committee to review any matter within the Committee's mandate.

## **8. Reporting to the Board**

The Committee will report to the Board following each meeting with respect to its activities and recommendations. It will also report to the Board on the annual statement and returns that must be approved by the directors under the *Bank Act*.

## **9. Access to Management and External Advisors**

In fulfilling its responsibilities, the Committee will have unrestricted access to management and employees of the Bank. The Committee will select, retain, oversee, terminate and approve the fees of any external advisor that the Committee deems necessary, including any legal or accounting advisor, to assist it in fulfilling its responsibilities. The Bank will provide appropriate funding, as determined by the Committee, for any such engagement.

The Committee may also investigate any matter with full access to all books, records, facilities, management and employees of the Bank.

## **10. Private Meetings**

At least quarterly the Committee will meet with no members of management present and have separate private meetings with the external auditors, and each of the CAE, the CFO, the CCO, the CAMLO and the Chief Legal Officer, to discuss any matters that the Committee or these parties believe should be discussed.

## **11. Minutes**

Minutes of meetings of the Committee will be maintained by the Secretary and subsequently presented to the Committee and to the Board, if required by the Board.

## **12. Evaluation of Effectiveness and Review of Mandate**

The Committee will annually review and assess the adequacy of its mandate and evaluate its effectiveness in fulfilling its mandate.



## APPENDIX D – PRE-APPROVAL POLICIES AND PROCEDURES

### **Policies and Procedures for the Monitoring, and Pre-Approval of Services to be Performed by Public Accounting Firms and the Review of the External Auditors (effective January 28, 2020)**

#### **Mandate**

1. The mandate of the Audit Committee established by the Board of Directors (“Board”) confers on the Audit Committee the authority and responsibility (among other things) to:
  - Pre-approve all audit and any legally permissible non-audit services to be provided by the external auditors and all audit, review and attest services provided by any other public accounting firm, with such approval to be given either specifically or pursuant to pre-approval policies and procedures adopted by the Audit Committee; and
  - To complete an annual and five year comprehensive reviews of the external auditor’s performance and to recommend to the Board the selection and termination of the external auditor subject to shareholder approval.

#### **Purpose**

2. These Policies and Procedures are intended to:
  - a) specify the methods by which the Audit Committee may pre-approve the provision of audit, review and attest services by any public accounting firm to the Bank and its subsidiaries;
  - b) specify the methods by which the Audit Committee may pre-approve the provision of non-audit services to the Bank and its subsidiaries by the Bank’s external auditors and their affiliates (the “auditors”) that do not impair the independence of the auditors under applicable laws and professional standards, including the rules of the Chartered Professional Accountants Canada, the Public Company Accounting Oversight Board (“PCAOB”), the Canadian Securities Administrators and the U.S. Securities and Exchange Commission;
  - c) set forth procedures designed to ensure that any services to be provided by the auditors and that any audit, review or attestation services to be performed by any other public accounting firm have been properly authorized and pre-approved under the authority of the Audit Committee, and that the Audit Committee is promptly informed of each service;
  - d) ensure that the Audit Committee’s responsibilities are not delegated to management in violation of applicable law;
  - e) specify the policies relating to the annual and comprehensive evaluation of the external auditor and selection of the external auditor by the Audit Committee for recommendation to the Board.

#### **Required Approval of Audit and Non-Audit Services**

3. The Audit Committee shall pre-approve all engagements of the auditors by:
  - a) the Bank; or
  - b) any subsidiary.

4. The Audit Committee shall pre-approve all engagements of any public accounting firm to provide audit, review or attest services to:
  - a) the Bank; or
  - b) any subsidiary.
  
5. The Audit Committee shall evidence its pre-approval by resolution of the Audit Committee or through the exercise of delegated authority in accordance with these Policies and Procedures.
  
6. “Subsidiary” has the meaning set forth in Rule 1-02(x) of the U.S. Securities and Exchange Commission’s Regulation S-X.
  
7. For the purpose of these Policies and Procedures and any pre-approval:
  - a) “Audit services” include services that are a necessary part of the audit process and any activity that is a necessary procedure used by the accountant in reaching opinions on the financial statements and on internal control over financial reporting as is required under applicable auditing standards (“AAS”), including technical reviews to reach an audit judgment on complex accounting issues;
  
  - b) The term “audit services” is broader than those services strictly required to perform an audit pursuant to AAS and include such services as:
    - i) the issuance of comfort letters and consents in connection with offerings of securities;
    - ii) the performance of domestic and foreign statutory audits;
    - iii) attest services required by statute or regulation; and
    - iv) assistance with and review of documents filed with the Office of the Superintendent of Financial Institutions, Canadian Securities Administrators, the Securities and Exchange Commission, the Board of Governors of the Federal Reserve Board and other regulators having jurisdiction over the activities of the Bank and its subsidiaries, and responding to comments from such regulators;
  
  - c) “Audit-related” services are assurance and related services traditionally performed by the principal accountant and that are reasonably related to the performance of the audit or review of financial statements and not categorized under “audit fees” for disclosure purposes.
 

“Audit-related services” include:

    - i) employee benefit plan audits, including audits of employee pension plans,
    - ii) due diligence related to mergers and acquisitions,
    - iii) consultations and audits in connection with acquisitions, including evaluating the accounting treatment for proposed transactions;
    - iv) internal control reviews;
    - v) attest services not required by statute or regulation; and
    - vi) consultations regarding financial accounting and reporting standards.

Non-financial operational audits are not “audit-related” services;

- d) “Review services” are services applied to unaudited financial statements and consist of the inquiry and analytical procedures that provide the accountant with a reasonable basis for expressing limited assurance that there are no material modifications that should be made to financial statements for them to be in conformity with International Financial Reporting Standards or, if applicable, any other comprehensive basis of accounting;
  
- e) “Attest” services are those engagements where the accountant issues an examination, a review, or an agreed-upon procedures report on a subject matter, or an assertion about the subject matter that is the responsibility of another party. Examples of the subject matter of an “attest” engagement include: examinations (i.e., audits) of financial forecasts and projections;

reviews of pro-forma financial information; reporting on a company's internal control over financial reporting; and examinations of compliance with contractual arrangements or laws and regulations.

- f) A "subsidiary" of a specified person is an affiliate controlled by such person directly, or indirectly through one or more intermediaries.

### **External Auditor Selection and Appointment**

- 8. The Audit Committee shall monitor, review and assess the quality of the external auditor on an annual basis. The annual assessment will include:
  - a) quality and thoroughness of the audit approach and methodology;
  - b) level of professional skepticism, and critical judgments applied by the audit team;
  - c) independence of the external audit firm and the engagement partner;
  - d) skills and knowledge of the audit team;
  - e) level of understanding of our businesses and the financial services industry;
  - f) sufficiency of resources and ability to complete the audit in a timely manner;
  - g) partner rotation;
  - h) value for money;
  - i) quality of communications;
  - j) risk of likelihood of withdrawal from the audit;
  - k) input from senior management of RBC;
  - l) input from RBC Internal Audit Services;
  - m) a self assessment prepared by the auditor; and
  - n) audit quality metrics and other matters as determined by the Audit Committee or the Board of Directors.
  
- 9. At least every five years the Audit Committee will conduct a comprehensive assessment of the external auditor. The assessment will include:
  - a) considerations included within the annual assessment;
  - b) performance since the last comprehensive review, or appointment of the external auditor;
  - c) quality and continuity of the engagement team;
  - d) tenure of the auditor;
  - e) incidence of independence threats and effectiveness of applied safeguards;
  - f) track record of the auditor applying professional skepticism; and
  - g) responsiveness to changes in the Bank's businesses (i.e. significant acquisitions or changes to systems) and calls for improvement from regulators, inspectors, Audit Committees or management.
  
- 10. The Audit Committee will take the following into account in deciding whether to recommend the tendering of the external audit engagement of the Bank:
  - a) the results of the annual and comprehensive assessments (refer to factors described in sections 8 and 9);
  - b) the impact of regulatory and legislative requirements, including mandatory tendering and rotation requirements on the Bank and its subsidiaries; and
  - c) other factors deemed relevant by the Audit Committee or the Board.

### **Delegation**

- 11. The Audit Committee may from time to time delegate to one or more of its members who are "independent" (within the meanings of applicable law and the rules or policies of a securities commission having jurisdiction, and the New York Stock Exchange) the power to pre-approve from time to time:
  - a) audit, review or attest services to be provided by any public accounting firm (including the auditors) that have not been otherwise approved by the Audit Committee;

- b) permissible non-audit services to be provided by the auditors that have not otherwise been approved by the Audit Committee, and
  - c) changes in the scope of pre-approved engagements and the maximum estimated fees for engagements that have been pre-approved by the Audit Committee.
12. The member(s) exercising such delegated authority must report at the next regularly scheduled meeting of the Audit Committee any services that were pre-approved under this delegated authority since the date of the last regularly scheduled meeting.
  13. The member(s) exercising delegated authority may evidence his or her approval by signing an instrument in writing that describes the engagement with reasonable specificity, or by signing an engagement letter containing such a description.
  14. In addition, member(s) exercising delegated authority may pre-approve an engagement orally, if any such oral approval is promptly confirmed in writing. Such written confirmation may be given by fax or e-mail and must describe the engagement with reasonable specificity.
  15. The Audit Committee may delegate to management a limited (\$500,000) fee addendum budget on an annual basis relating to fees that may arise subsequent to submission of fees for approval at the next scheduled meeting of the Audit Committee for engagements required to be completed in advance of the next scheduled meeting of the Audit Committee. Any engagement subject to this budget will be limited to those with little or no risk of independence breaches, and will be reported to the Audit Committee at the next scheduled meeting held following the end of each fiscal quarter end. The limitation on the scope of services only extend to: (i) addendums to existing statutory audit engagements, (ii) new audit and audit-related engagements; and (iii) audit-related services related to Service Organization Control 1 reports and include a limitation on fee increases to on-half or less of the original pre-approved fee, capped at a maximum of \$100,000 per engagement.

### **Responsibilities of External Auditors**

16. To support the independence process, the external auditors shall:
  - a) confirm in engagement letters that performance of the work will not impair independence;
  - b) satisfy the Audit Committee that they have in place comprehensive internal policies and processes to ensure adherence, world-wide, to independence requirements, including robust monitoring and communications;
  - c) provide communication and confirmation to the Audit Committee on independence on a regular basis, and at least annually;
  - d) provide for Audit Committee approval, in connection with each annual audit engagement, a detailed scope of services outlining each individual audit to be performed and a detailed description of audit-related services;
  - e) utilize the tracking numbers assigned by management to all pre-approved services in all fee billings and correspondence, provide detailed annual fee reporting and review management's detailed quarterly fee reporting.
  - f) communicate to the Audit Committee all matters required to be communicated by the Canadian Public Accountability Board and U.S. Public Company Accounting Oversight Board.
  - g) maintain certification by the Canadian Public Accountability Board and registration with the U.S. Public Company Accounting Oversight Board; and
  - h) review their partner rotation plan and advise the Audit Committee on an annual basis.

## **Engagements**

17. The Audit Committee will not, as a general rule, pre-approve a service more than one year prior to the time at which it is anticipated that the firm of accountants will be engaged to provide the service.
18. Engagements will not be considered to be revolving in nature and may not operate from year-to-year without reapproval.
19. All audit and non-audit services to be provided by the auditors, and all audit, review or attest services to be provided by any public accounting firm, shall be provided pursuant to an engagement letter that shall:
  - a) be in writing and signed by the auditors or public accounting firm;
  - b) specify the particular services to be provided;
  - c) specify the period in which the services will be performed;
  - d) specify the maximum total fees to be paid; and
  - e) in the case of engagements of the auditors, include a confirmation by the auditors that the services are not within a category of services the provision of which would impair their independence under applicable law and Canadian and U.S. generally accepted auditing standards.
20. Management shall, before signing and delivering an engagement letter on behalf of the Bank or a subsidiary and before authorizing the commencement of an engagement:
  - a) obtain an engagement letter in accordance with these Policies and Procedures;
  - b) confirm that the services are described in the engagement letter accurately and with reasonable specificity;
  - c) obtain confirmation from the auditors that they have conducted an analysis that supports their conclusion that performance of the services will not impair their independence;
  - d) with respect to engagements for the provision of services other than audit and audit-related services, obtain confirmation from legal counsel of the Bank that performance of the services will not impair independence; and
  - e) verify that the performance of the services has specifically been approved by the Audit Committee or a member in accordance with authority delegated by the Audit Committee.

All engagement letters entered into pursuant to these Policies and Procedures shall be made available to the Audit Committee.

## **Tax Services**

21. The Audit Committee, and any member in the exercise of delegated power, shall consider the provision of tax services by the auditors on an engagement-by-engagement basis.
22. The Audit Committee shall not pre-approve, and any member of the Audit Committee may not exercise delegated power to engage the auditors to provide, tax services to the Bank or a subsidiary:
  - a) to represent the Bank or a subsidiary before a tax or other court;
  - b) if the provision of the services would be prohibited, as prescribed by paragraph 26 of these Policies and Procedures; or
  - c) related to marketing, planning or opinion in favour of the tax treatment of (1) a transaction offered under conditions of confidentiality and for which a fee has been or will be paid by the Bank; or (2) a transaction that was initially recommended directly or indirectly, by the accountant and a significant purpose of which is tax avoidance, unless the proposed tax treatment is at least more likely than not to be allowable under applicable tax laws.

23. The Audit Committee shall not pre-approve, and any member of the Audit Committee may not exercise delegated power to engage the auditors to provide, tax services to a person in a financial oversight role at the Bank, or an immediate family member of such a person, except as would be permitted by the PCAOB rules.

#### **Other Non-Audit Services**

24. The Audit Committee, and any member in the exercise of delegated power, shall consider the provision of other non-audit services (non-audit services other than audit-related services and tax services, and including non-audit services relating to internal control and business recovery services) by the auditors on an engagement-by-engagement basis. Any approval of non-audit services relating to internal control must be preceded by a discussion with the auditors of the potential effects of the services on independence as required by the rules of the PCAOB.

#### **Value-Added Services**

25. The Audit Committee recognizes and approves of the fact that the auditors from time to time provide, without charge or commitment, value added services to the Bank and its subsidiaries that do not involve an engagement of the auditors. Such value added services may include surveys, educational sessions, workshops, roundtable meetings with peers, benchmarking studies, and monitoring of contest draws as an independent observer. The Audit Committee receives and reviews periodic reports from management and the auditors providing representative examples of such services as part of its monitoring of the Bank's overall relationship with the auditors.

#### **Prohibited Services**

26. The Audit Committee shall not pre-approve, and any member may not exercise delegated power to engage the auditors to provide, any services, including tax services or business recovery services, that (i) provide for a contingency or commission fee arrangement; or (ii) involve the auditors performing any of the non-audit services set forth in paragraph (c)(4) of Rule 2-01 of the U.S. Securities and Exchange Commission's Regulation S-X, which include:
  - a. providing bookkeeping or other services related to the accounting records or financial statements of the Bank or any of its subsidiaries,
  - b. providing financial information systems design and implementation to the Bank or any of its subsidiaries,
  - c. providing actuarial services to the Bank or any of its subsidiaries,
  - d. providing internal audit outsourcing services to the Bank or any of its subsidiaries,
  - e. providing human resources services to the Bank or any of its subsidiaries,
  - f. providing broker-dealer, investment adviser, or investment banking services to the Bank or any of its subsidiaries,
  - g. functioning in the role of management for the Bank or any of its subsidiaries,
  - h. auditing their own work in relation to the Bank or any of its subsidiaries,
  - i. providing appraisal or valuation services, contribution in kind reports or fairness opinions to the Bank or any of its subsidiaries,
  - j. serving in an advocacy role for the Bank or any of its subsidiaries,
  - k. providing legal services to the Bank or any of its subsidiaries,
  - l. providing services that fall within the category of "expert" services that are prohibited by applicable law to the Bank or any of its subsidiaries, or
  - m. providing services to the Bank or any of its subsidiaries that would otherwise compromise their independence under applicable regulatory guidance.

For the purposes of the Prohibited Services listed in this Section 26 above, a “subsidiary” includes any entity for which the Bank uses the equity method of accounting and where it is material to the Bank. Therefore, the Audit Committee is not permitted to pre-approve the provision of the prohibited services listed above by the auditors to these entities.

#### **Timely Reporting to the Audit Committee**

27. Management shall provide a quarterly written report to the Audit Committee of services performed and related fees, at the scheduled meeting of the Audit Committee held following the end of each fiscal quarter end.

#### **No Delegation to Management**

28. Nothing in these Policies and Procedures shall be interpreted as a delegation to management of the Audit Committee’s responsibilities in violation of applicable law.

#### **Effective Date**

29. These updated Policies and Procedures are effective as and from January 28, 2020.

#### **Disclosure**

30. The Bank shall disclose these Policies and Procedures in its periodic filings, as required by applicable law.

#### **Review**

31. The Audit Committee shall review and reassess the adequacy of these Policies and Procedures on a triennial basis.