



Royal Bank of Canada
5.228% Senior Notes due 24Jun30
Final Term Sheet

Issuer:	Royal Bank of Canada (the "Bank")
Issue:	Senior Notes (the "Senior Notes") The Senior Notes will be direct unsecured liabilities of Royal Bank of Canada ranking <i>pari passu</i> with all other unsecured and unsubordinated debt of the Bank.
Ratings:	DBRS: AA Moody's: A1 S&P: A Fitch: AA-
Principal Amount:	C\$1.25 billion
Term:	7 years
Trade Date:	June 21, 2023
Settlement Date:	June 23, 2023
Maturity Date:	June 24, 2030
Price:	C\$100.00
Coupon:	5.228% payable in equal semi-annual payments
Spread:	+174 bps vs. interpolated curve of CAN 1.25% 1Jun30 & CAN 0.50% 1Dec30 +173.6 bps vs. CAN 1.25% 1Jun30 (priced at \$89.290, to yield 3.492%)
Yield:	5.228%
Coupon Payment Dates:	The 24 th day of every June and December commencing on December 24, 2023, subject to following business day convention (long first coupon of C\$32,854,041.10)
Redemption:	The Senior Notes will not be redeemable
Form and Denomination:	Book entry only through participants in CDS
CDIC:	The Senior Notes do not constitute deposits that are insured under the Canada Deposit Insurance Corporation Act (the " <i>CDIC Act</i> ").
Bail-inable:	The Senior Notes are bail-inable notes subject to conversion in whole or in part – by means of a transaction or series of transactions and in one or more steps – into common shares of the Bank or any of its affiliates under subsection 39.2(2.3) of the <i>CDIC Act</i> and to variation or extinguishment in consequence, and subject to the application of the laws of the Province of Ontario and the federal laws of Canada applicable therein in respect of the operation of the <i>CDIC Act</i> with respect to the Senior Notes. For a description of Canadian bank resolution powers and the consequent risk factors attaching to the Senior Notes reference is made to https://www.rbc.com/investor-relations/_assets-



custom/pdf/Bail-in-Disclosure.pdf which information is hereby incorporated by reference.

Subsequent Holders:

Each holder or beneficial owner of a Senior Note that acquires an interest in the Senior Note in the secondary market and any successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of any such holder or beneficial owner shall be deemed to acknowledge, accept, agree to be bound by and consent to the same provisions specified in the Senior Note to the same extent as the holders or beneficial owners that acquire an interest in the Senior Note upon its initial issuance, including, without limitation, with respect to the acknowledgement and agreement to be bound by and consent to the terms of the Senior Note related to the bail-in regime.

ISIN / CUSIP:

CA780086ZH08 / 780086ZH0

Events of Default:

Non-payment of principal and interest when due for a period of 30 business days and acts of insolvency. Default rights may not be exercised where an order has been made pursuant to s. 39.13(1) of the CDIC Act in respect of the Bank. The Senior Notes will remain subject to bail-in conversion until repaid in full.

Set-Off:

The holders and beneficial owners of the Senior Notes will not be entitled to exercise, or direct the exercise of, any set-off or netting rights with respect to the Senior Notes.

Documentation:

No offering memorandum, prospectus, sales or advertising literature, or any other document describing or purporting to describe the business and affairs of the Bank has been prepared or is being provided to prospective purchasers in order to assist them in making an investment decision in respect of the Senior Notes.

Selling Restrictions:

This term sheet does not constitute an offer or invitation by anyone in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or invitation. The distribution of this term sheet and the offering or sale of the Senior Notes in some jurisdictions may be restricted by law. This term sheet constitutes an offering of the Senior Notes only in those jurisdictions and to those persons where and to whom they may be lawfully offered for sale and then only through persons duly qualified to effect such sales. The Senior Notes have not been and will not be registered under the United States Securities Act of 1933 (the "U.S. Securities Act"). This offering of the Senior Notes is being made in the United States only through the U.S. broker-dealer affiliate of RBC Dominion Securities Inc. and only to qualified institutional buyers ("Qualified Institutional Buyers") as defined in Rule 144A ("Rule 144A") under the U.S. Securities Act, pursuant to Section 4(a)(2) of the U.S. Securities Act and subject to delivery to the Bank of a written investor acknowledgment and outside the United States to non-U.S. Persons (within the meaning of Regulation S ("Regulation S") under the U.S. Securities Act) in reliance and in accordance with Regulation S.

Governing Law:

Ontario and the federal laws of Canada applicable therein.

Attornment:

Courts of the Province of Ontario

Agent:

RBC Capital Markets

Additional Information:

If required please contact the RBC syndicate desk at 416-842-6311

Risk Factors

Suitability – An investment in the Senior Notes may not be suitable for all investors. The Senior Notes will not constitute deposits that are insured under the *Canada Deposit Insurance Corporation Act*. An investor should reach a decision to invest in the Senior Notes after carefully considering the suitability of the Senior Notes and his or her investment objectives. The Bank makes no recommendation as to the suitability of the Senior Notes for an investor's investment purposes. Investors should consult with their investment advisor before making a decision regarding an investment in Senior Notes.

Credit Risk – The Senior Notes will be direct unsecured liabilities of the Bank ranking *pari passu* with all other unsecured and unsubordinated debt of the Bank. **Holders will not have the benefit of any insurance under the provisions of the *Canada Deposit Insurance Corporation Act*.** Return on the Senior Notes is subject to the creditworthiness of the Bank. Investors are dependent on the Bank's ability to pay all amounts due on the Senior Notes, and therefore, investors are subject to the Bank's credit risk and to changes in the market view of the Bank's creditworthiness. Any decline in credit ratings or increase in the credit spreads charged by the market for taking the Bank's credit risk is likely to adversely affect the market value of the Senior Notes.

Secondary Market – The Senior Notes will not be listed on any stock exchange and there is no assurance that a secondary market for Senior Notes will develop or be sustainable. RBC Dominion Securities (RBC DS) may, from time to time, purchase and sell Senior Notes, but will not be obligated to do so. If RBC DS determines, in its sole discretion, to stop facilitating a secondary market for the Senior Notes, holders of Senior Notes may not be able to resell their Senior Notes. If RBC DS offers to purchase Senior Notes in connection with a secondary market transaction, there is no assurance that the purchase price will be the highest possible price available in any secondary market for the Senior Notes. The resale price of Senior Notes could be below the \$100 Principal Amount per Senior Note. The value of the Senior Notes in any secondary market will be affected by a number of complex and inter-related factors, including prevailing interest rates, interest rate volatility, any actual or anticipated changes in our credit ratings or credit spreads, and the time remaining until maturity. The effect of any one factor may be offset or magnified by the effect of another factor.

Potential Conflicts of Interest – The Bank or our subsidiary, RBC DS (RBC DS is a wholly-owned subsidiary of the Bank), will perform functions or engage in activities that could adversely impact on the value of the Senior Notes, the ability of a holder to resell their Senior Notes or the amount or timing of receipt of entitlements under the Senior Notes. Consequently, potential conflicts between the interests of holders and the Bank's interests may arise.

Bail-in – See <https://www.rbc.com/investor-relations/assets-custom/pdf/Bail-in-Disclosure.pdf> starting on page 5 for additional risk factors which are hereby incorporated by reference.