

# Computershare

Computershare Trust Company of Canada 8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 Telephone 1-866-586-7635 514-982-7555 Facsimile 1-866-249-7775 416-263-9524 www.investorcentre.com/rbc

**Security Class** 

Holder Account Number

## Form of Proxy - Annual Meeting of Common Shareholders - April 7, 2022

#### Notes to Proxy

- 1. Every shareholder has the right to appoint a proxyholder, other than the persons designated in this form of proxy, to attend and act on your behalf at the meeting. If you wish to appoint a proxyholder, please insert the name of the person in the space provided on the reverse side, or by completing another legal form of proxy. The proxyholder is not required to be a shareholder of RBC.
- 2. This Form of Proxy should be dated and signed by the shareholder or shareholder's attorney authorized in writing. If the shareholder is a corporation, the Form of Proxy should be signed by its duly authorized officer(s). If this proxy is not dated, it shall be deemed to bear the date on which it is mailed to shareholders.
- 3. This proxy is solicited by the management of RBC and the shares represented by this proxy will be voted for or against or withheld or abstained from voting in accordance with the instructions given by the shareholder.
- 4. In the absence of any contrary instructions, the shares represented by proxies received by management will be voted "FOR" items 1, 2 and 3 and "AGAINST" shareholder proposals nos. 1 to 8.
- 5. If you mark the ABSTAIN box, you are directing your proxyholder to ABSTAIN from voting FOR or AGAINST that matter. An abstention will be counted as present for quorum purposes but will not be counted as a vote cast in determining whether the requisite majority of votes cast has approved the proposal. The number of abstentions will be reported in the voting results.
- 6. This Form of Proxy should be read in conjunction with the accompanying Notice of Annual Meeting of Common Shareholders and Management Proxy Circular.
- 7. Information contained in or otherwise accessible through the websites mentioned in this Form of Proxy does not form a part of this Form of Proxy. All references in this Form of Proxy to the websites are inactive textual references only.

#### **METHOD OF VOTING**



#### If you vote by Fax or Internet, Do NOT mail back this proxy.

To ensure your vote is counted, proxies must be received by 1:00 p.m. (Eastern Time) on Tuesday, April 5, 2022.

To vote by Internet, you will need to provide your CONTROL NUMBER listed below.

#### CONTROL NUMBER

## This Form of Proxy is solicited by and on behalf of management of Royal Bank of Canada.

OR

#### Appointment of Proxyholder

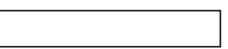
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The undersigned holder of Common Shares of **ROYAL BANK OF CANADA** ("RBC") hereby appoints: **KATHLEEN TAYLOR**, Chair of the Board, failing whom **DAVID MCKAY**, President and Chief Executive Officer

Print the name of the person you are appointing if this person is someone instead of the foregoing



as proxyholder of the undersigned, with the power of substitution, to attend the virtual meeting, vote and otherwise act for and on behalf of the undersigned in respect of all matters that may come before the Annual Meeting of Common Shareholders of RBC to be held on April 7, 2022 at 9:30 a.m. (Eastern Time) and any adjournment(s) thereof, as directed herein if a choice is specified by the undersigned or, if no choice is specified, as the proxyholder sees fit, and with authority to act in the proxyholder's discretion in respect of all the business items described in the enclosed notice of annual meeting of common shareholders or any amendments or variations to such business items and other matters as may properly come before the meeting. For information about how to attend this annual meeting, please visit rbc.com/investorrelations.

Note: If completing the appointment box above YOU MUST go to http://www.computershare.com/RBC2022 and provide Computershare with the name and email address of the person you are appointing. Computershare will use this information ONLY to provide the appointee with a username to gain entry to the virtual meeting. This username will allow your proxyholder to login to and vote at the virtual meeting. Without a username, your proxyholder will only be able to log-in to the meeting as a guest and will not be able to vote.

The Board of Directors and management recommend that shareholders vote **FOR** items 1, 2 and 3 below:

1. Election of Direc	For Withhold			For Withhold				For Withhold				Withhold	Fold
A.A. Chisholm			C. Devine			K. Taylor				B.A. van Kralingen			Foiu
J. Côté			R.L. Jamieson			/I. Turcke				F. Vettese			
T.N. Daruvala			D. McKay			. Vandal				J. Yabuki			
D.F. Denison													
				For \	Withhold						For	Against	
2. Appointment of PricewaterhouseCoopers LLP (PWC) as auditor				3. Advisory vote on the Bank's approach to executive compensation									
Shareholder Proposals (set out in Schedule "A" of the accompanying Management Proxy Circular) The Board of Directors and management recommend that shareholders vote AGAINST the shareholder proposals.													
	For Aga	ainst Abst	ain		For	Against	Abstain						
Proposal No. 1			]	Proposal N	o. 5								
Proposal No. 2			]	Proposal N	o. 6								Fold
Proposal No. 3			]	Proposal N	o. 7								
Proposal No. 4			]	Proposal N	o. 8								
Authorized Signature			EE THE NOTES ON ction must be comp					S FORM	OF PRO)	<b>(</b> Υ.			
				-									
								Day		Month	Year		
Signature(s)													

#### **Quarterly Reports Request**

Mark this box if you want to receive our Quarterly Financial Statements and MD&A. If you do not mark the box and return this form, the Quarterly Reports will not be mailed to you in 2022.



### Annual Report Waiver

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Mark this box if you do NOT want to receive the Annual Financial Statements and MD&A. If you do not mark this box, the Annual Report will continue to be sent to you by mail.

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