PROHIBITION OF SALES TO EEA RETAIL INVESTORS —The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS –The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

THE NOTES ARE 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 ROYAL BANK OF CANADA OR ANY OF ITS AFFILIATES UNDER SUBSECTION 39.2(2.3) OF THE CANADA DEPOSIT INSURANCE CORPORATION ACT (CANADA) ("CDIC ACT") 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 CDIC ACT WITH RESPECT TO THE NOTES.

### Pricing Supplement dated December 28, 2022



#### **ROYAL BANK OF CANADA**

(a Canadian chartered bank)

Legal entity identifier (LEI): ES7IP3U3RHIGC71XBU11

Issue of CAD 2,000,000 Floating Rate Notes due December 2025 under the Programme for the Issuance of Securities

**PROHIBITION OF OFFER TO PRIVATE CLIENTS IN SWITZERLAND** - The Notes are not intended to be offered or recommended to private clients within the meaning of the Swiss Federal Financial Services Act ("**FinSA**") in Switzerland. For these purposes, a private client means a person who is *not* one (or more) of the following: (i) a professional client as defined in Article 4(3) FinSA (not having opted-in on the basis of Article 5(5) FinSA) or Article 5(1) FinSA; or (ii) an institutional client as defined in Article 4(4) FinSA; or (iii) a private client with an asset management agreement according to Article 58(2) FinSA.

This Pricing Supplement has not been and will not be filed and deposited with a review body in Switzerland for entry on the list according to Article 64(5) FinSA. Accordingly, the Notes may not be publicly offered, directly or indirectly, in Switzerland within the meaning of FinSA, other than pursuant to an exemption under Article 36(1) FinSA. Neither this Pricing Supplement nor any other offering or marketing material relating to the Notes constitutes a prospectus pursuant to FinSA, and neither this Pricing Supplement nor any other offering or marketing material relating to the Notes may be publicly distributed or otherwise made publicly available in Switzerland.

Investors should note that the Calculation Agent has determined that a Benchmark Transition Event has occurred in respect of CAD CDOR prior to the Issue Date and accordingly if the Calculation Agent determines the related Benchmark Replacement Date has occurred during the life of the Notes, CAD CDOR will be replaced as the Reference Rate with a compounded CORRA rate as provided herein and accordingly the Rate of Interest for Interest Periods thereafter will be determined by reference to such CORRA rate plus a spread.

## **PART A- CONTRACTUAL TERMS**

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to either of Article 3 of the Prospectus Regulation or section 85 of the FSMA or to supplement a prospectus pursuant to either of Article 23 of the Prospectus Regulation or Article 23 of the UK Prospectus Regulation, in each case, in relation to such offer, and subject as provided in the

sections entitled "Prohibition of Sales to EEA Retail Investors" and "Prohibition of Sales to UK Retail Investors" above.

This document constitutes the Pricing Supplement for the Notes described herein. This document must be read in conjunction with the Structured Securities Base Prospectus dated July 29, 2022 as supplemented by the supplement dated August 31, 2022, December 06, 2022 and December 20, 2022 (the "Base Prospectus"). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Base Prospectus. Copies of the Base Prospectus may be obtained from the offices of the Issuer, Royal Bank Plaza, 200 Bay Street, 8<sup>th</sup> Floor, South Tower, Toronto, Ontario, Canada and the offices of the Issuing and Paying Agent, 160 Queen Victoria Street, London EC4V 4LA, England.

For the purposes hereof:

"**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA;

"EUWA" means the European Union (Withdrawal) Act 2018; and

"FSMA" means the Financial Services and Markets Act 2000.

1. Issuer: Royal Bank of Canada

Branch of Account / Branch: Main Toronto Branch located at 200 Bay Street, Toronto,

Ontario, Canada

2. (i) Series Number:

(ii) Tranche Number: 1

3. Specified Currency or

Currencies: (Condition 1.12)

Canadian dollars ("CAD")

4. Aggregate Principal

Amount:

CAD 2,000,000

(i) Series: CAD 2,000,000

(ii) Tranche: CAD 2,000,000

5. Issue Price: 100 per cent. of the Aggregate Principal Amount

6. (a) Specified

Denominations: CAD 1,000

(b) Calculation Amount: CAD 1,000

(c) Minimum Trading Size: Applicable: CAD 1,000

7. (i) Issue Date: 28 December 2022

(i) Interest Issue Date

Commencement Date

(ii) Trade Date: 12 December 2022

8. Maturity Date: 28 December 2025

9. Interest Basis: CAD-CDOR Floating Rate (subject as provided, and further

particulars specified, in item 17 below)

10. (a) Redemption Basis: Redemption at par

> (b) Protection Amount: Not Applicable

11. Change of Interest or

Redemption/Payment Basis:

Not Applicable

12. Put Option/ Call Option/

Trigger Early Redemption:

Not Applicable

13. Date [Board] approval for

issuance of Notes obtained:

Not Applicable

14. Bail-inable Securities: Yes

15. Method of distribution: Non-syndicated

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. **Fixed Rate Note** Not Applicable

**Provisions** 

(Condition 4.02/4.02a)

**Floating Rate Note** 17. Applicable

**Provisions** 

(Condition 4.03)

(i) Specified Period(s): Not Applicable

(ii) Specified Interest March 28, June 28, September 28 and December 28 of each

Payment Dates: year, from and including 28 March 2023 to and including the Maturity Date not subject to any adjustment, as the Business

Day Convention in (iv) below is specified to be Not Applicable

(iii) First Interest 28 March 2023

Payment Date:

(iv) **Business Day** Not Applicable

Convention:

(v) Business Centre(s): Not Applicable

(vi) Manner in which the Screen Rate Determination

Rate(s) of Interest

is/are to be determined:

(vii) Screen Rate

Applicable Determination:

– Reference Rate: Notwithstanding anything to the contrary in Condition 4.03(iii),

3 month CAD-CDOR (the "CDOR Reference Rate")

- Term Rate: Applicable

- Overnight Rate: Not Applicable - Relevant Swap Not Applicable Rate: - Calculation Not Applicable Method: - Observation Not Applicable Method: - Interest

The fifth Toronto Banking Day prior to the start of each

Determination Interest Period

- Rate

Date(s):

Date:

Determination

- Relevant Screen

Reuters Screen CDOR01 Page Page:

Not Applicable

- Designated Not Applicable Maturity:

10.30 a.m. Toronto time – Relevant Time:

- Reference 4 major Canadian chartered banks Banks:

- Swap Rate Not Applicable Frequency:

- Swap Rate Not Applicable Time:

- Swap Rate Not Applicable Currency:

- Compounded: Not Applicable - Underlying RFR Not Applicable Rate:

– Administrator: Not Applicable

- Relevant Toronto Financial Centre:

Observation Not Applicable Look-Back Period:

(viii) ISDA Rate Not Applicable Determination:

(ix) Linear Not Applicable Interpolation:

(x) Margin(s): Not Applicable

(xi) Minimum Rate of 2.50 per cent. per annum Interest:

(Condition 4.04)

(xii) Maximum Rate of

Not Applicable

Interest:

(Condition 4.04)

(xiii) Day Count Fraction:

30/360

(xiv) Default Rate:

As set out in Condition 4.06

(xv) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out

in the Conditions:

(a) Screen Rate Determination – Term Rate (Condition 4.03(iii))

Condition 4.03(iii) will apply to the Notes amended as follows:

- for the purposes of sub-paragraph (ii) thereof (if applicable), the relevant offered deposit rates will be to prime banks in the Canadian (not Euro-zone or Hong Kong) interbank market; and
- (ii) for the purposes of sub-paragraph (iv) thereof (if applicable), the relevant loan rates will be to leading Canadian (not European) banks.
- (b) Benchmark Transition Event (Condition 4.03(vi))

Notwithstanding anything to the contrary therein, Condition 4.03(vi) will apply to the Notes and for these purposes:

- (i) whilst the Reference Rate is the CDOR Reference Rate, "Relevant Benchmark" means the CDOR Reference Rate;
- (ii) the Calculation Agent has determined that a Benchmark Transition Event has occurred with respect to the CDOR Reference Rate prior to the Issue Date, which determination is conclusive and binding and made in its sole and absolute discretion; and
- (iii) the consequences of such Benchmark Transition Event under Condition 4.03(vi)(i) will not apply and instead, notwithstanding any other provision to the contrary in the Conditions but without prejudice to Condition 5.19 (if applicable), if the Calculation Agent determines that the related Benchmark Replacement Date with respect to such Benchmark Transition Event has occurred, with effect from (and including) the first Interest Period commencing on or after the

fifth Toronto Banking Day following the Benchmark Replacement Date:

- (x) subject to any subsequent application of Condition 4.03(vi), the CDOR Reference Rate will be replaced as the Reference Rate with CORRA; and
- (y) the Conditions (including Condition 4.03(vi)) will be construed accordingly, including without limitation for the purposes of determining the Rate of Interest in respect of each Interest Period and for these purposes purposes the following will be deemed to be specified in this Pricing Supplement and the other terms of item 17(vii) above will be deemed to be "Not Applicable":
  - (A) Screen Rate Determination: Applicable;
  - (B) Reference Rate: CORRA;
  - (C) Overnight Rate: Applicable;
  - (D) Calculation Method: Compounded Daily Rate;
  - (E) Observation Method: Lag;
  - (F) Observation Look-Back Period: 5 Relevant Business Days;
  - (G) Relevant Screen Page: Bloomberg page "CAONREPO" or the relevant administrator website.
  - (H) Interest Determination Date(s): 5 Toronto Banking Days prior to the relevant Interest Payment Date for each Interest Period; and
  - (I) Margin: +0.32138 per cent. per annum.
- 18. **Zero Coupon Note** Not Applicable **Provisions**
- Reference Item Linked Not Applicable Interest Notes
- 20. **Dual Currency Note** Not Applicable **Provisions**

## PROVISIONS RELATING TO REDEMPTION

21. **Call Option** Not Applicable

(Condition 5.03)

22. **Put Option** Not Applicable

(Condition 5.06)

23. Notice periods for Early Redemption for Taxation Reasons:

(i) Minimum period: 15 days(ii) Maximum period: 30 days

24. TLAC Disqualification Not Applicable

**Event:** 

25. Notice periods for Redemption for Illegality:

(i) Minimum period: 15 days(ii) Maximum period: 30 days

26. Trigger Early Redemption Not Applicable

(Condition 5.09)

27. **Final Redemption Amount of** CAD 1,000 per Calculation Amount **each Note** 

28. Early Redemption Amount

(i) Early Redemption As per Condition 5.10

Amount(s) payable on redemption for taxation reasons[, a

**TLAC** 

Disqualification

Event], illegality or on

event of default or

other early

redemption and/or

the method of

calculating the same

(including, in the

case of Index Linked

Notes, following an

Index Adjustment

Event in accordance

with Condition 7, or

in the case of Equity

Linked Notes,

following a Potential

Adjustment Event

and/or De-listing

and/or Merger Event

and/or

Nationalisation

and/or Insolvency

and/or Tender Offer

in accordance with

Condition 8, or in the

case of Equity Linked

Notes, Index Linked

Notes or Fund

Linked Notes

(involving ETFs),

following an

Additional Disruption

Event (if applicable),

or in the case of

Fund Linked Notes,

following a Fund

Event or De-listing,

Material Underlying

Event, Merger Event,

Nationalisation or

Tender Offer in

accordance with

Conditions 11 and

12) (if required):

(ii) Early Redemption

Amount includes

amount in respect of

accrued interest:

Yes: no additional amount in respect of accrued interest to

be paid

## PROVISIONS RELATING TO REFERENCE ITEM LINKED NOTES

## 29. Settlement Method

Whether redemption of the Notes will be by (a) Cash

Settlement or (b) Physical

Delivery or (c) Cash

Settlement and/or Physical

Delivery and whether option

to vary settlement:

30. Final Redemption Amount

for Reference Item Linked

**Notes** 

Not Applicable

Not Applicable

31. Multi-Reference Item

Linked Notes

Not Applicable

32. Currency Linked Note

**Provisions** 

Not Applicable

33.	Commodity Linked Note Provisions	Not Applicable
34.	Index Linked Note Provisions (Equity Indices only)	Not Applicable
35.	Equity Linked Note Provisions	Not Applicable
36.	Fund Linked Note Provisions	Not Applicable
37.	Credit Linked Note Provisions	Not Applicable
38.	Dual Currency Note Provisions	Not Applicable
39.	Preference Share Linked Notes	Not Applicable
40.	Bond Linked Redemption Note Provisions	Not Applicable
41.	Actively Managed Basket Linked Note Provisions	Not Applicable
42.	Physical Delivery	Not Applicable
	Physical Delivery  ERAL PROVISIONS APPLICAL	• •
	•	• •
GENE	ERAL PROVISIONS APPLICA	BLE TO THE NOTES
GENE	ERAL PROVISIONS APPLICAL (i) New Global Note:	BLE TO THE NOTES
<b>GENE</b> 43.	(i) New Global Note: (i) Form of Notes: Financial Centre(s) or other special provisions relating to	No Registered Notes
<b>GENE</b> 43. 44.	(i) New Global Note: (i) Form of Notes: Financial Centre(s) or other special provisions relating to payment dates: Relevant Renminbi	No Registered Notes Toronto

any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:

48. Details relating to Instalment

Notes: amount of each instalment ("Instalment Amounts"), date on which each payment is to be made ("Instalment Dates"):

Not Applicable

49. Redenomination provisions: Not Applicable

50. Consolidation provisions:

Calculation Agent:

Not Applicable

51. Name and address of Royal Bank of Canada, London Branch

100 Bishopsgate London EC2N 4AA

52. Issuer access to the register

of creditors (Sw.

Not Applicable

skuldboken) in respect of

Swedish Notes:

53. Other terms or special conditions:

Not Applicable

54. Exchange Date: Not Applicable

55. The Aggregate Principal Amount of the Notes issued has been translated into U.S. dollars at the rate of

U.S.\$1.00 = [●], producing a

sum of:

Not Applicable

56. Governing law of Notes (if other than the laws of the Province of Ontario and the federal laws of Canada applicable therein:

Not Applicable

57. **Alternative Currency** 

Payment:

Not Applicable

58. Masse: Not applicable

# RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

Nicole Blackwood

By: Vice President, Transaction Management Group

Duly authorised

Guillaume Horent

By: Global Head of Structured Rates Trading

Duly authorised

### **PART B - OTHER INFORMATION**

#### 1. LISTING AND ADMISSION TO TRADING

Listing/Admission to trading: Not Applicable

2. RATINGS

Ratings: Not Applicable

## 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

## 4. OPERATIONAL INFORMATION

(i) ISIN: XS2558543133

(ii) Common Code: 255854313

(iii) CFI: See the website of the Association of

National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned

the ISIN

(iv) FISN: See the website of the Association of

National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned

the ISIN

(v) Other Identification Number: Not Applicable

(vi) Any clearing system(s) other than Not Applicable

Euroclear and Clearstream, Luxembourg, their addresses and the relevant identification

number(s):

(vii) Delivery: Delivery against payment

(viii) Name(s) and address(es) of Initial

Paying Agents, French Paying Agent, Registrar and Transfer

Agents:

Issuing and Paying Agent:

The Bank of New York Mellon, London

Branch

160 Queen Victoria Street

London EC4V 4LA England

Registrar:

The Bank of New York Mellon SA/NV,

Luxembourg Branch

Vertigo Building – Polaris 2 – 4 rue Eugène Ruppert L–2453 Luxembourg

(ix) Names and addresses of additional Paying Agent(s), Registrar and Transfer Agents (if any): Not Applicable

(x) Intended to be held in a manner which would allow Eurosystem eligibility:

No. Whilst the designation is specified as "no" at the date of this Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safe-keeper, and registered in the name of a nominee of one of the ICSDs acting as common safe-keeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

### 5. DISTRIBUTION

(i) Method of distribution: Non-syndicated

(ii) If syndicated, names of Not Applicable Managers:

(iii) Stabilisation Manager(s) (if Not Applicable any):

(iv) If non-syndicated, name of RBC Europe Limited
Dealer: 100 Bishopsgate
London, EC2N 4AA

(v) U.S. Selling Restrictions: Super Reg S; TEFRA rules not applicable

(vi) Canadian Sales: Canadian Sales Not Permitted

(vii) Additional selling restrictions: Not Applicable

(viii) Prohibition of Sales to EEA Applicable Retail Investors:

(ix) Prohibition of Sales to UK Applicable Retail Investors:

(x) Prohibition of Offer to Private Applicable Clients in Switzerland:

### 6. HIRE ACT WITHHOLDING

The Notes are not Specified Securities for purposes of Section 871(m) of the U.S. Internal Revenue Code of 1986.