#### FORM OF FINAL TERMS FOR NON-EXEMPT NOTES

PROHIBITION OF SALES TO EEA AND 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 European Economic Area ("EEA") or the United Kingdom (the "UK") without an up-to-date PRIIPS KID being in place with the prior written consent of RBC Europe Limited and provided in accordance with the PRIIPS Regulation. 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. If the aforementioned consent of RBC Europe Limited has not been received then no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investors in the EEA or UK may be unlawful under the PRIIPs Regulation.

## Final Terms dated 14 September 2020

A summary of the Notes is annexed to these Final Terms.



# ROYAL BANK OF CANADA (a Canadian chartered bank)

Legal entity identifier (LEI): ES7IP3U3RHIGC71XBU11

Issue of USD 500,000 Barrier Reverse Convertible Notes Linked Interest and Equity Linked Redemption
Notes Linked to Micron Technology Inc due September 2021
under the Programme for the Issuance of Securities

Any person making or intending to make an offer of the Notes in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

The Notes will only be admitted to trading on the regulated market of Euronext Dublin which is an EEA regulated market/a specific segment of an EEA regulated market.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "Conditions") set forth in the Structured Securities Base Prospectus dated July 17, 2020 as supplemented by the supplemental prospectus dated 4 September 2020 which together constitute a base prospectus (the "Base Prospectus"). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. A summary of the Notes is annexed to these Final Terms. The Base Prospectus has been published on the website of Euronext Dublin (www.ise.ie) and the Issuer (www.rbc.com) and copies may be obtained from the offices of the Issuer, Royal Bank Plaza, 200 Bay Street, 8th Floor, South Tower, Toronto, Ontario, Canada and the offices of the Issuing and Paying Agent, One Canada Square, London E14 5AL, England.

By investing in the Notes each investor represents that:

- (a) Non-Reliance. It is acting for its own account, and it has made its own independent decisions to invest in the Notes and as to whether the investment in the Notes is appropriate or proper for it based upon its own judgement and upon advice from such advisers as it has deemed necessary. It is not relying on any communication (written or oral) of the Issuer or any Dealer as investment advice or as a recommendation to invest in the Notes, it being understood that information and explanations related to the Conditions of the Notes shall not be considered to be investment advice or a recommendation to invest in the Notes. No communication (written or oral) received from the Issuer or any Dealer shall be deemed to be an assurance or guarantee as to the expected results of the investment in the Notes.
- (b) Assessment and Understanding. It is capable of assessing the merits of and understanding (on its own behalf or through independent professional advice), and understands and accepts the terms and conditions and the risks of the investment in the Notes. It is also capable of assuming, and assumes, the risks of the investment in the Notes.
- (c) Status of Parties. Neither the Issuer nor any Dealer is acting as fiduciary for or adviser to it in respect of the investment in the Notes.

USD 500,000

1.	Issuer:	Royal Bank of Canada
	Branch of Account / Branch:	Toronto Branch
2.	(i) Series Number:	56595
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	USD
	(Condition 1.12)	
4.	Aggregate Principal Amount:	USD 500,000
	(i) Carica	LICD 500 000
	(i) Series:	USD 500,000

(ii) Tranche:

5. Issue Price: 99.00 per cent. of the Aggregate Principal Amount

Specified Denominations: USD 2 000 and increments

excess thereafter

(b) Calculation Amount: USD 1,000

(c) Minimum Trading Size: USD 2,000

7. (i) Issue Date: 14 September 2020

(ii) Interest Commencement Date Issue Date

8. Maturity Date: 14 September 2021

9. Interest Basis: 11.20% p.a. Fixed Rate

10. (a) Redemption Basis: Subject to any purchase and cancellation or

early redemption, the Notes will be redeemed on the Maturity Date at their Final Redemption

USD 2,000 and increments of USD 1,000 in

Amount specified in item 26 below

Non-Exempt Reference Item Linked

Redemption Notes

**Equity Linked Redemption** 

(b) Protection Amount: Not Applicable

11. Change of Interest Basis: Not Applicable

12. Put Option/ Call Option/ Trigger Early Not Applicable

Redemption:

13. Date Board approval for issuance of Notes Not Applicable

obtained:

6.

(a)

14. Bail-inable Securities: No

15. Method of distribution: Non-syndicated

# PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. **Fixed Rate Note Provisions** Applicable

(Condition 4.02/4.02a)

(i) Rate(s) of Interest: 11.20% per cent. per annum payable in arrear

on each Interest Payment Date

(ii) Interest Payment Date(s): the Maturity Date

(iii) Adjusted Interest Periods: Not Applicable

(iv) Business Day Convention: Following Business Day Convention (v) Fixed Coupon Amount(s): USD 112.00 per Calculation Amount (vi) Broken Amount(s): Not Applicable (vii) Day Count Fraction: Not Applicable (viii) **Determination Dates:** Not Applicable (ix) Default Rate: As set out in Condition 4.06 17. **Floating Rate Note Provisions** Not Applicable (Condition 4.03) 18. **Zero Coupon Note Provisions** Not Applicable 19. **Reference Item Linked Interest Notes** Not Applicable PROVISIONS RELATING TO REDEMPTION 20. **Call Option** Not Applicable (Condition 5.03) **Put Option** 21. Not Applicable (Condition 5.06) 22. Notice periods for Early Redemption for **Taxation Reasons:** (i) 30 days Minimum period: Maximum period: 60 days (ii) **TLAC Disqualification Event:** 23. Not Applicable 24. Notice periods for Redemption for Illegality: Minimum period: 30 days (i) (ii) Maximum period: 60 days Not Applicable 25. **Trigger Early Redemption** (Condition 5.09 and Condition 31.02) **Final Redemption Amount** 26. As per item 29 below 27. **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 (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 Nationalisation and/or 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) (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

## 28. Settlement Method

Whether redemption of the Notes will be by (a) Cash Settlement or (b) Physical Delivery:

Cash Settlement

29. Final Redemption Amount for Reference Item Linked Notes

See this item 29

(i) Capital Barrier Event:

Not Applicable

Capital Barrier Event 1

If a Capital Barrier Event has occurred:

Min (Calculation Amount x Relevant Reference Performance in respect of the Relevant

Monitoring Date, 100%)

If a Capital Barrier Event has not occurred:

Calculation Amount x Z%

Final - Initial Level: Applicable

(ii) Put Strike Event: Not Applicable

(iii) Mini-Future Short Redemption Not Applicable

Notes:

(iv)	IndiCap Redemption Notes:	Not Applicable			
(v)	Himalayan Redemption Notes:	Not Applicable			
(vi)	Monitoring Date(s):	The Valuation Date			
(vii)	Relevant Monitoring Date(s):	The Monitoring Date			
(viii)	Initial Monitoring Date(s):	Not Applicable			
(ix)	Relevant Initial Monitoring Date(s):	Not Applicable			
(x)	Capital Barrier Level:	USD 30.835			
	(A) Equal to or Less than:	Not Applicable			
	(B) Less than:	Applicable			
(xi)	Put Strike Level:	Not Applicable			
(xii)	Initial Valuation:	USD 44.05			
(xiii)	Relevant Valuation:	Relevant Valuation 1			
(xiv)	Relevant Reference Performance:	Single Underlying Relevant Reference Performance			
(xv)	Floor:	Not Applicable			
(xv) (xvi)	Floor:	Not Applicable  Not Applicable			
(xvi)	F:	Not Applicable			
(xvi) (xvii)	F: K:	Not Applicable  Not Applicable			
(xvi) (xvii) (xviii)	F: K: LC:	Not Applicable  Not Applicable  Not Applicable			
(xvi) (xvii) (xviii) (xix)	F: K: LC: LF:	Not Applicable  Not Applicable  Not Applicable  Not Applicable			
(xvi) (xvii) (xviii) (xix) (xx)	F: K: LC: LF: Cap:	Not Applicable  Not Applicable  Not Applicable  Not Applicable  Not Applicable			
(xvi) (xvii) (xviii) (xix) (xx) (xxi)	F: K: LC: LF: Cap: P%:	Not Applicable  Not Applicable  Not Applicable  Not Applicable  Not Applicable  Not Applicable			
(xvi) (xvii) (xviii) (xix) (xx) (xxi) (xxii)	F: K: LC: LF: Cap: P%: X%:	Not Applicable			
(xvi) (xvii) (xviii) (xix) (xx) (xxi) (xxii) (xxiii)	F:  K:  LC:  LF:  Cap:  P%:  X%:  Y%:	Not Applicable  Not Applicable			

		(xxvi)	X2%:	Not	Applicable	
		(xxvii)	K1%:	Not	Applicable	
		(xxviii)	K2%:	Not	Applicable	
		(xxix)	Preference Share Linked Notes:	Not	Applicable	
	30. Multi-Reference Item Linked Notes		Not Applicable			
	31.	<b>Currency Linked Note Provisions</b>		Not Applicable		
	32.	Commodity Linked Note Provisions		Not Applicable		
	33. Index Linked Note Provisions (Equi Indices only)			Not Applicable		
	34.	Equity Linked Note Provisions		Not Applicable		
		Basket of Equities or a s	Whether the Notes relate to a Basket of Equities or a single Equity and the identity of the Equity	Single Equity		
				(a)	Equity/Equities: Micron Technology Inc	
				(b)	Equity Issuer: MU US Equity	
				(c)	ISIN/Common Code: US5951121038	
		(ii)	Observation Period(s):	Not	Applicable	
		(iii)	Observation Date(s):	The	Valuation Date	
		(iv)	Averaging Date(s):	Not	Applicable	
		(v)	Valuation Date(s):	7 S	eptember 2021	
		(vi)	Valuation Time:	Condition 8.05 applies  Closing Price  Not Applicable  USD 44.05		
		(vii)	Specified Price:			
		(viii)	Common Disrupted Days:			
		(ix)	Initial Price:			
(x) Trade Date:		Trade Date:	19 August 2020			
		(xi)	Potential Adjustment Events:		Condition 8.02(i)	
		(xii)	De-listing:		olicable	
		(xiii)	Merger Event:		olicable	
		(xiv)	Nationalisation:	Applicable  Applicable		
		(xv)	Insolvency:	Applicable		

**Applicable** Tender Offer: (xvi) Applicable (xvii) Additional Disruption Events: Change in Law **Hedging Disruption** Increased Cost of Hedging Insolvency Filing (xviii) Equity Substitution: Not Applicable (xix) Exchange(s): NASDAQ GS Related Exchange(s): Not Applicable (xx) (xxi) Partial Lookthrough Depositary Not Applicable Receipt Provisions: (iixx) Full Lookthrough Depositary Not Applicable Receipt Provisions: (xxiii) **Hedging Entity:** Not Applicable (xxiv) Weighting or w: Not Applicable 35. **Fund Linked Note Provisions (ETF)** Not Applicable 36. **Non-Exempt Physical Delivery Notes** Not Applicable **GENERAL PROVISIONS APPLICABLE TO THE NOTES** New Global Note: 37. (i) No (ii) Form of Notes: **Bearer Notes** Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note. Financial Centre(s) or other special London and New York 38. provisions relating to payment dates: Relevant Renminbi Settlement Centre 39. Not Applicable 40. Talons for future Coupons to be attached to No **Definitive Notes:** (Condition 1.06) 41. Name and address of Calculation Agent: Royal Bank of Canada, London Branch 100 Bishopsgate London, EC2N 4AA

42. Name and address of RMB Rate Calculation Not Applicable Agent: 43. Issuer access to the register of creditors (Sw. Not Applicable skuldboken) in respect of Swedish Notes: 44. Exchange Date: Not Applicable 45. The Aggregate Principal Amount of the Notes Not Applicable issued has been translated into U.S. dollars at the rate of U.S.\$1.00 = , producing a sum of: 46. Governing law of Notes (if other than the laws Not Applicable of the Province of Ontario and the federal laws

of Canada applicable therein):

Alternative Currency Payment:

Not Applicable

## RESPONSIBILITY

47.

The Issuer accepts responsibility for the information contained in this Pricing Supplement. Signed on behalf of the Issuer:

By: .....

Van Browne Duly Authorised Signatory

Duly authorised

Duly authorised

Fabian de Prey Managing Director

## **PART B - OTHER INFORMATION**

1. LISTING AND ADMISSION TO TRADING

(i) Listing/Admission to trading: Application will be made by the Issuer (or on its behalf) for

the Notes to be admitted to trading on the regulated

market of Euronext Dublin.

(ii) Estimate of total expenses related

to admission to trading:

EUR 1,000

## 2. RATINGS

Ratings: Not Applicable

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

The Issue Price may include a fee or commission payable to a distributor or third party, such fee or commission will be determined by a number of factors including but not limited to Maturity Date of the note, hedging costs and legal fees. Further details in respect of the fee or commission are available upon request.

#### 4. OPERATIONAL INFORMATION

(i) ISIN: XS2210984121

(ii) Common Code: 221098412

(iii) CFI: As set out on 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: As set out on 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

Euroclear and Clearstream Luxembourg, their addresses and

the relevant identification

number(s):

Not Applicable

(vii) Delivery: Delivery against payment

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

Paying Agents, Registrar and

Transfer Agents:

Issuing and Paying Agent:

The Bank of New York Mellon, London Branch

One Canada Square

London

E14 5AL

England

(ix) Name(s) 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. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday 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 Managers: Not Applicable

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

(iv) If non-syndicated, name of Dealer: RBC Europe Limited

100 Bishopsgate London, EC2N 4AA

(v) U.S. Selling Restrictions: TEFRA rules applicable

(vi) Canadian Sales: Canadian Sales Not Permitted

(vii) Additional Selling Restrictions: Not Applicable

(viii) Prohibition of Sales to EEA and UK

Retail Investors:

Applicable

(ix) Prohibition of Offer to Private

Clients in Switzerland:

**Applicable** 

#### 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.