

Minutes of the 153rd annual meeting of common shareholders of Royal Bank of Canada

Toronto, April 7, 2022



The 153rd annual meeting of common shareholders of Royal Bank of Canada was held via live webcast, broadcasted from Royal Bank of Canada, Royal Bank Plaza, Toronto, Ontario on Thursday, April 7, 2022, at 9:30 a.m. (Eastern Time).

Annette Sabourin, a Dene Cree from Northern Manitoba and the Regional Vice President Personal Banking for Vancouver Island at Royal Bank of Canada, provided a land acknowledgement to begin the meeting.

Appointment of the Chair and Secretary

In accordance with the by-laws of the Bank and as designated by the directors, Kathleen Taylor, Chair of the Board, acted as chair of the meeting and Karen McCarthy, Senior Vice-President, Associate General Counsel and Secretary, acted as secretary of the meeting.

Quorum and appointment of the scrutineers

The Chair declared that as a quorum was present, the meeting was properly convened.

She outlined that although the Bank intended to hold this meeting of shareholders in person, it was necessary to move to a virtual-only format as a result of the confirmation of a positive COVID-19 case impacting the holding of an in-person meeting.

The Chair called the meeting to order and, as authorized by the by-laws, appointed Pina Pacifico and Kate Stevens, representatives of Computershare Trust Company of Canada, to act as scrutineers.

The Secretary then reviewed the procedures to submit questions during the meeting as stated in the rules of conduct of the meeting.

Introductory remarks

The Chair expressed deep sorrow for the people of Ukraine. She noted the added complexity and rapid change occurring globally, from the pandemic to geopolitical dynamics to climate change. She commented on how the health, safety and mental well-being of employees remained a key priority for the Bank in 2021 and RBC's unwavering support to help its clients and continue to build more inclusive, sustainable and prosperous communities.

She commented on the Bank's financial performance and the Board's continuous stewardship in 2021, particularly noting the efforts related to the Bank's climate strategy. She highlighted how the Board is actively engaged with management on the direction of the Bank's climate strategy so that the risks and opportunities are reviewed and understood. She also discussed the Board's oversight and responsibility relating to talent and its advancement of the diversity and inclusion agenda at RBC.

She highlighted the appointment of Roberta Jamieson as an RBC director, which underscores the inherent value in bringing more voices from different backgrounds to the table.

She commented on how, in the second year of the global pandemic, the Bank remained focus on what matters most to those RBC serves and demonstrated the inextricable link between its purpose and performance. She underscored that the Board believes the strong momentum generated last year and the differentiated strategy that guides RBC will continue to deliver value for its stakeholders.

President and Chief Executive Officer's report

David McKay, President and Chief Executive Officer, began his address by condemning Russia's invasion of Ukraine and expressed his concern about the threat this war presents to global peace and stability, and the humanitarian impact in the region and beyond.

He noted that momentous change and disruption have created a new set of complex challenges for society, economies and businesses to manage, including geopolitical tensions, rapid inflation, energy shortages, global supply chain issues, and a virus that is not yet eradicated. He remarked that even in the face of change, with RBC being guided by its Purpose, he sees great opportunities for the Bank and a promising path forward.

Mr. McKay emphasized how RBC employees led the Bank through continued change, stepped up for our clients and communities and supported each other. He mentioned how the high levels of employee engagement at the Bank and employees' deep support for clients and society more broadly drove RBC's outperformance in 2021.

He highlighted how strong client volumes and growing market share were consistent themes across many of the Bank's businesses, which showcased the benefits of its significant investments in talent and technology. Mr. McKay also described RBC's record financial performance in 2021 and commented on the further opportunities to extend RBC's leadership position. He noted how building the Bank's business using a "client-first" approach – putting them at the centre of everything RBC does, by leveraging the power of the Bank's size, operational and data scale, and strong balance sheet to deliver differentiated value today and also build for the future, is the hallmark of how RBC has become the largest bank in Canada by market capitalization, and a top bank globally.

Mr. McKay expressed the importance of addressing climate change and what will be required to meet the ambitious national plan to quickly cut

emissions, while supporting growth and the green transition. He reiterated the Bank's commitment to supporting a net-zero emissions economy by 2050 and highlighted RBC's four-pillar climate strategy. He also commented on the need to transform the way people learn and train Canadians on the skills and innovation required for the future. He also highlighted some of the initiatives taken by the Bank to support this necessary skills revolution.

(The Secretary has retained with the records of the Bank a copy of the President and Chief Executive Officer's report to shareholders.)

Business of the meeting

Auditor's report, annual financial statements and management proxy circular

The Chair introduced Carol Cornwall, Samuel May and Nicolas Marcoux of PriceWaterhouseCoopers LLP, the Bank's auditor for the 2022 fiscal year. She noted that the shareholders had received the auditor's report and the financial statements.

The Chair called for questions from shareholders on the financial statements. As there were no questions, the Chair indicated that shareholders had received the notice of meeting and the management proxy circular.

(The Secretary has retained with the records of the Bank a copy of the 2021 annual report, which includes management's discussion and analysis and a copy of the notice of meeting and management proxy circular.)

The Secretary then reviewed the voting procedures, highlighting that only registered shareholders and duly appointed proxy holders were entitled to vote on matters at the meeting and that a simple majority of the votes cast on each matter would constitute approval of the matter.

Election of directors

The Chair proceeded with the election of directors, indicating that the number of directors to be elected had been fixed by the Board at 13. She also noted that one of the director nominees, Roberta L. Jamieson, was standing for election for the first time.

The Secretary read the names of the following individuals proposed for election as directors:

Andrew A. Chisholm, Jacynthe Côté, Toos N. Daruvala, David F. Denison, Cynthia Devine, Roberta L. Jamieson, David McKay, Kathleen Taylor, Maryann Turcke, Thierry Vandal, Bridget A. van Kralingen, Frank Vettese and Jeffery Yabuki.

The Secretary nominated each of these persons to be elected as a director of the Bank to hold office until the close of the next annual meeting of common shareholders or until their successors are elected or appointed.

The Chair called for questions or comments from shareholders. As there were no questions, the Chair declared the nominations closed and put the motion to a vote.

Appointment of the auditor

The Secretary moved a motion for the appointment of the auditor for the 2022 fiscal year:

RESOLVED that PricewaterhouseCoopers LLP be appointed auditor of the Bank until the close of the next annual meeting of common shareholders.

The Chair called for questions or comments from shareholders. As there were none, the Chair put the motion to a vote.

Shareholder advisory vote on the approach to executive compensation

The Chair introduced the shareholder advisory vote on the approach to executive compensation disclosed in the management proxy circular. She noted that, in considering the Bank's approach to

compensation in the future, the Board would take into account the results of the vote, together with other feedback from shareholders. The Secretary moved a motion for approval of the advisory resolution:

RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the shareholders accept the approach to executive compensation disclosed in the management proxy circular delivered in advance of the 2022 annual meeting of common shareholders.

The Chair called for questions or comments from shareholders. As there were no questions, the Chair put the motion to a vote.

Shareholder proposals

The Chair introduced the shareholder proposal submitted by Ms. Claudia Campbell and Mr. Will Horter, represented by Investors for Paris Compliance, relating to the Bank's 'sustainable finance' criteria and set out in schedule A to the management proxy circular. Mr. Matt Price of Investors for Paris Compliance presented this proposal.

The Chair called for questions or comments from shareholders. As there weren't any, the Chair proceeded with the next two proposals submitted by B.C. General Employees Union and set out in schedule A to the management proxy circular. Ms. Emma Pullman of B.C. General Employees Union presented the two proposals submitted to a vote relating to, respectively: (1) financialization of housing and (2) avoiding bank participation in pollution-intensive asset privatizations.

The Chair called for questions or comments from shareholders. As there weren't any, the Chair proceeded with the other four proposals submitted by the Mouvement d'éducation et de défense des actionnaires (MÉDAC) and set out in schedule A to the management proxy circular, noting that following discussions with the Bank, MÉDAC had

agreed to withdraw six other proposals. Mr. Willie Gagnon of MÉDAC presented the four proposals submitted to a vote relating to, respectively: (1) becoming a ‘benefit’ company, (2) advisory vote on environmental policy, (3) French as the official language and (4) circular economy. He also spoke to each of the six withdrawn proposals.

The Chair called for questions or comments from shareholders. As there weren’t any, the Chair proceeded with the next proposal submitted by Vancity Investment Management Ltd. and set out in schedule A to the management proxy circular. Ms. Kelly Hirsch of Vancity Investment Management Ltd. presented this proposal relating to disclosure of the pay ratio.

The Chair called for questions or comments from shareholders. In response to a query regarding publishing a pay ratio, she explained that the Board takes very seriously its responsibility to oversee the executive compensation and overall well-being of RBC employees and that the vertical pay ratio is just one data point out of many in a very complex process.

The Chair then put the eight shareholder proposals to a vote.

The Chair announced that voting was closed.

The Chair then introduced a video showcasing how RBC has recently repositioned its brand around ideas through a new brand platform, ideas happen here, in order to help clients thrive and communities prosper.

Voting results

The Secretary announced the preliminary voting results based on the scrutineers’ report and advised that final voting results would be posted on the Bank’s website and on sedar.com. The preliminary voting results were shown during the live webcast.

On the election of directors, a substantial majority of the votes cast at the meeting were voted in favour of each of the 13 nominees named in the management proxy circular, as specified below:

Nominee	Votes for (%)	Votes withheld (%)
Andrew A. Chisholm	99.64	0.36
Jacynthe Côté	99.64	0.36
Toos N. Daruvala	99.36	0.64
David F. Denison	99.19	0.81
Cynthia Devine	99.53	0.47
Roberta L. Jamieson	99.67	0.33
David McKay	99.66	0.34
Kathleen Taylor	92.98	7.02
Maryann Turcke	90.19	9.81
Thierry Vandal	99.25	0.75
Bridget A. van Kralingen	98.96	1.04
Frank Vettese	99.38	0.62
Jeffery W. Yabuki	99.63	0.37

On the other proposals, PricewaterhouseCoopers LLP was appointed as the auditor of the Bank, the advisory vote on the approach to executive compensation was approved and the eight shareholder proposals were defeated, as specified below:

Proposal	(%)	(%)
Appointment of the auditor	Votes for 99.37	Votes withheld 0.63
Advisory resolution on the approach to executive compensation	Votes for 94.67	Votes against 5.33
Shareholder proposal no. 1: Update 'sustainable finance' criteria	Votes for 9.00	Votes against 91.00
Shareholder proposal no. 2: Financialization of housing	Votes for 21.66	Votes against 78.34
Shareholder proposal no. 3: Avoiding bank participation in pollution-intensive asset privatizations	Votes for 6.81	Votes against 93.19
Shareholder proposal no. 4: Becoming a 'benefit' company	Votes for 5.51	Votes against 94.49
Shareholder proposal no. 5: Advisory vote on environmental policy	Votes for 21.55	Votes against 78.45
Shareholder proposal no. 6: French, the official language	Votes for 0.67	Votes against 99.33
Shareholder proposal no. 7: Circular economy	Votes for 18.32	Votes against 81.68
Shareholder proposal no.8: Disclosure of the pay ratio	Votes for 13.80	Votes against 86.20

(The Secretary has retained with the records of the Bank a copy of the scrutineers' report.)

The Chair announced that this concluded the formal business of the meeting, and she opened the question period.

Question period

Mr. McKay and the Chair responded to a number of questions and commentaries related to the topic of climate change, the Bank's climate strategy, and the financing of fossil fuels. Mr. McKay reaffirmed the Bank's commitment to achieving net zero in its own emissions, in addition to the importance of the principle of an orderly, inclusive and just transition in the complex journey to get to net zero in 2050. He commented on how a transition to a net zero emissions economy will require financing and capital to be moved in society to fund new technologies to support projects that allow us to make an orderly transition.

He highlighted some of the Bank's initiatives to support a just transition, including helping create a new green workforce force through RBC Future Launch and the strong advisory role RBC takes. The Chair added that the journey to net zero is a key focus for the Board and has been working with management on this journey, intensively around the Bank's Climate Blueprint.

In response to a question on open banking, Mr. McKay highlighted that RBC has been an active participant in the journey in helping define and customize and tailor a made-in-Canada solution to open banking and that he feels confident in a fair system that benefits Canadians.

Mr. McKay and the Chair responded to a number of questions and commentaries related to Coastal GasLink pipeline, reiterating RBC's commitment to supporting projects that are environmental and socially responsible. Mr. McKay highlighted the need to respect the communities' ability to resolve these issues internally as part of the reconciliation journey. He noted that the project was extensively reviewed and approved by regulatory and government bodies and met the obligations related to free and informed prior consent of First Nations. He also noted the importance of this project to the communities along the route of the pipeline and how all 20 elective First Nations approved the project with the support of hereditary leaders.

Mr. McKay responded to a query regarding how the federal government may introduce a new tax on earnings exceeding \$1 billion, highlighting the importance of investing in our future and tax incentives for productive investment and not just redistribution.

In response to a question on cybersecurity, Mr. McKay stated that RBC has more than doubled its investment in cyber defense to defend its customers and help defend its country. He noted his confidence in the Bank's sophisticated and advanced team and that he regularly discusses cybersecurity with the Bank's Chief Technology Officer.

Finally, Mr. McKay answered a question on the Bank's current share price and whether RBC has plans for a 2-for-1 stock split.

Closing remarks and termination of meeting

On behalf of the Board of Directors and shareholders, the Chair thanked the Bank's employees for their dedication and commitment to the success of its clients, which continues to be a true competitive advantage. She also thanked Mr. McKay and the executive team for their values-led leadership, their focus on environmental and social matters and their commitment to helping the Bank's clients thrive and communities prosper.

As there was no further business to transact, the Chair declared the meeting terminated.

(signed) Kathleen Taylor
Chair of the Board

(signed) Karen McCarthy
Secretary