



Royal Bank of Canada
4.632% Senior Notes due 1May28
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\$2.5 billion
Term:	5 years
Trade Date:	April 18, 2023
Settlement Date:	April 20, 2023
Maturity Date:	May 1, 2028
Price:	C\$99.998
Coupon:	4.632% payable in equal semi-annual payments
Spread:	+150 bps vs. interpolated curve of CAN 3.50% 1Mar28 & CAN 2.00% 1Jun28 +141 bps vs. CAN 3.50% 1Mar28 (priced at \$101.24, to yield 3.222%)
Yield:	4.632%
Coupon Payment Dates:	The 1 st day of every May and November commencing on November 1, 2023, subject to following business day convention (long first coupon of C\$61,389,863.01).
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 http://www.rbc.com/investorrelations/_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:

CA780086XL38 / 780086XL3

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 "1933 Act") and should not be offered or sold within the United States.

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