

**MIFID II PRODUCT GOVERNANCE / TARGET MARKET** - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**PRIIPS REGULATION 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") or 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 (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), 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(10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded). Consequently 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 UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or UK may be unlawful under the 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 18 June 2020



**ROYAL BANK OF CANADA**  
*(a Canadian chartered bank)*

Issue of CAD 80,000,000 Callable Fixed Coupon Notes due June 2035  
under the Programme for the Issuance of Securities

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 Article 3 of the Prospectus Directive, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

## PART A– CONTRACTUAL TERMS

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 26 June 2019 as supplemented by the Supplemental Prospectuses dated 4 September 2019, 10 January 2020 and 23 April 2020 (together the “**Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the Notes (which comprises the summary in the Base Prospectus as completed to reflect the provisions of these Final Terms) is annexed to these Final Terms. The Base Prospectus has been published on the website of the Irish Stock Exchange ([www.ise.ie](http://www.ise.ie)), the Central Bank of Ireland (<http://www.centralbank.ie>) and the Issuer ([rbccm.com/privatebanksolutions](http://rbccm.com/privatebanksolutions)) 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.

1.	Issuer:	Royal Bank of Canada
	Branch of Account / Branch:	Toronto Branch
2.	(i) Series Number:	55606
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies: (Condition 1.12)	CAD
4.	Aggregate Principal Amount:	
	(i) Series:	CAD 80,000,000
	(ii) Tranche:	CAD 80,000,000
5.	Issue Price:	100 per cent of the Aggregate Principal Amount
6.	(a) Specified Denominations: (Condition 1.10, 1.11 or 1.11a)	CAD 5,000,000
	(b) Calculation Amount:	CAD 5,000,000
	(c) Minimum Trading Size:	CAD 5,000,000

7.	(i)	Issue Date:	18 June 2020
	(ii)	Interest Commencement Date	18 June 2020
8.		Maturity Date:	18 June 2035, subject to the details specified below under item 20
9.		Interest Basis:	Fixed Rate (see details under item 16 below)
10.	(a)	Redemption Basis:	Redemption at par
	(b)	Protection Amount:	100 per cent
11.		Change of Interest Basis:	Not Applicable
12.		Put Option/ Call Option/ Trigger Early Redemption:	Call Option (further details specified below under item 20)
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.		<b>Fixed Rate Note Provisions</b> (Condition 4.02/4.02a)	Applicable
	(i)	Rate(s) of Interest:	2.73 per cent. per annum
	(ii)	Interest Payment Date(s):	The 18 <sup>th</sup> of June in each year, commencing on the 18 <sup>th</sup> June 2021 and with the final Interest Payment Date being the Maturity Date, subject to the exercise of the Call Option as set out below
	(iii)	Adjusted Interest Period(s):	Not Applicable
	(iv)	Business Day Convention:	Following
	(v)	Fixed Coupon Amount(s):	CAD 136,500.00 per Calculation Amount
	(vi)	Broken Amount(s):	Not Applicable
	(vii)	Day Count Fraction:	30/360, Unadjusted
	(viii)	Determination Dates:	Not Applicable
	(ix)	Default Rate:	Not Applicable
17.		<b>Floating Rate Note Provisions</b> (Condition 4.03)	Not Applicable

18.	<b>Zero Coupon Note Provisions</b>	Not Applicable
19.	<b>Reference Item Linked Interest Notes</b>	Not Applicable
20.	<b>Dual Currency Note Provisions</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

21.	<b>Call Option</b> (Condition 5.03)	Applicable, but Issuer Call on any Optional Redemption Date is only exercisable in whole and not in part.
	(i) Optional Redemption Date(s):	Every 18 June, from and including 18 June 2024 up to and including 18 June 2034 thereafter subject to adjustment in accordance with the Following Business Day Convention
	(ii) Optional Redemption Amount(s) of each Note:	The Optional Redemption Amount per Calculation Amount shall be CAD 5,000,000
	(iii) Redeemable in part:	Not Applicable
	If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(iv) Notice period	Minimum period: 10 (ten) London, New York and Toronto Business Days  Maximum period: Not Applicable
22.	<b>Put Option</b> (Condition 5.06)	Not Applicable
23.	<b>Notice periods for Early Redemption for Taxation Reasons:</b>	
	(i) Minimum period:	30 days
	(ii) Maximum period:	60 days
24.	<b>TLAC Disqualification Events:</b>	Applicable
25.	<b>Notice periods for Redemption for Illegality:</b>	
	(i) Minimum period:	10 days

	(ii) Maximum period:	30 days
26.	<b>Trigger Early Redemption</b> (Condition 5.08 and Condition 30.02)	Not Applicable
27.	<b>Final Redemption Amount</b>	If not redeemed earlier the Final Redemption Amount payable per Calculation Amount on the Maturity Date shall be CAD 5,000,000
28.	<b>Early Redemption Amount</b>	
	(i) Early Redemption Amount(s) payable on redemption for taxation reasons, 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 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) (if required):	As per Condition 5.09
	(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.	<b>Settlement Method</b>	
	Whether redemption of the Notes will be by (a) Cash Settlement or (b) Physical Delivery:	Cash Settlement
30.	<b>Final Redemption Amount for Reference Item Linked Notes</b>	Not Applicable
31.	<b>Multi-Reference Item Linked Notes</b>	Not Applicable
32.	<b>Currency Linked Note Provisions</b>	Not Applicable

33.	<b>Commodity Linked Note Provisions</b>	Not Applicable
34.	<b>Index Linked Note Provisions (Equity Indices only)</b>	Not Applicable
35.	<b>Equity Linked Note Provisions</b>	Not Applicable
36.	<b>Fund Linked Note Provisions (ETF)</b>	Not Applicable
37.	<b>Non-Exempt Physical Delivery Notes</b>	Not Applicable
38.	<b>Dual Currency Note Provisions</b>	Not Applicable
39.	<b>Preference Share Linked Notes</b>	Not Applicable
40.	<b>Physical Delivery</b>	Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

41.	(i) New Global Note:	No
	(ii) Form of Notes:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
42.	Financial Centre(s), TARGET or other special provisions relating to payment dates:	London, New York and Toronto
43.	Relevant Renminbi Settlement Centre	Not Applicable
44.	Talons for future Coupons to be attached to Definitive Notes:	No
45.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
46.	Details relating to Instalment Notes: amount of each instalment (" <b>Instalment Amounts</b> "), date on which each payment is to be made (" <b>Instalment Dates</b> "):	Not Applicable
47.	Redenomination provisions:	Not Applicable
48.	Consolidation provisions:	Not Applicable
49.	Name and address of Calculation Agent:	

		Royal Bank of Canada, London Branch
50.	Name and address of RMB Rate Calculation Agent:	Not Applicable
51.	Issuer access to the register of creditors (Sw. <i>skuldboken</i> ) in respect of Swedish Notes:	Not Applicable
52.	Exchange Date:	Not earlier than 40 calendar days after the Issue Date
53.	The Aggregate Principal Amount of the Notes issued has been translated into U.S. dollars at the rate of U.S.\$ = , producing a sum of:	Not Applicable
54.	Governing law of Notes (if other than the laws of the Province of Ontario and the federal laws of Canada applicable therein):	Laws of the Province of Ontario and the federal laws of Canada applicable therein.  Each Holder or beneficial owner of any Bail-inable Securities is deemed to attorn to the jurisdiction of the courts in the Province of Ontario with respect to the operation of the CDIC Act and the above laws.
55.	Alternative Payment Currency:	Not Applicable

**RESPONSIBILITY**

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

Signed on behalf of the Issuer:

By:  .....  
Duly authorised

By:  .....  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |      |   |   |
|------|---|---|
| (i)  | Listing/Admission to trading:                               | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the GEM of Euronext Dublin and listing on the Official List of Euronext Dublin with effect from or around the Issue Date. |
| (ii) | Estimate of total expenses related to admission to trading: | Not Applicable  |

### 2. Ratings

Ratings: A2 by Moody's / A by Standard & Poor's

### 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:   | XS1991331957  |
| (ii)  | Common Code:  | 199133195   |
| (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)   | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg, their addresses and the relevant identification number(s): | Not Applicable  |
| (vi)  | Any clearing system(s) other than Euroclear and Clearstream,  | Not Applicable  |

Luxembourg, their addresses and the relevant identification number(s):

- |   |   |
|---|---|
| (vii) Delivery:   | Delivery against payment  |
| (viii) Name(s) and address(es) of Initial Paying Agents, Registrar and Transfer Agents:         | The Bank of New York Mellon, London Branch<br>One Canada Square<br>London E14 5AL |
| (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  |

## 5. DISTRIBUTION

- |  |   |
|--|---|
| (a) If syndicated, of Managers:                    | Not Applicable  |
| (b) If non-syndicated, name and address of Dealer: | RBC Europe Limited<br>Riverbank House<br>2 Swan Lane<br>London EC4R 3BF |
| (c) U.S. Selling Restrictions:                     | Regulation S compliance Category 2;<br>TEFRA D rules apply              |
| (d) Canadian Sales:                                | Canadian Sales Not Permitted  |
| (e) Non-Exempt Offer:                              | Not Applicable  |
| (f) Prohibition of Sales to EEA Retail Investors:  | 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.