

**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(10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded).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.**

Final Terms dated 7 April 2020



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

Issue of AUD 1,200,000 Callable Fixed Coupon Notes due April 2026  
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 and 10 January 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:	London Branch
2.	(i) Series Number:	54944
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies: (Condition 1.12)	Australian Dollar (“ <b>AUD</b> ”)
4.	Aggregate Principal Amount:	
	(i) Series:	AUD 1,200,000
	(ii) Tranche:	AUD 1,200,000
5.	Issue Price:	100 per cent of the Aggregate Principal Amount
6.	(a) Specified Denominations: (Condition 1.10, 1.11 or 1.11a)	AUD 1,200,000
	(b) Calculation Amount:	AUD 1,200,000
	(c) Minimum Trading Size:	AUD 1,200,000

7.	(i)	Issue Date:	7 April 2020
	(ii)	Interest Commencement Date	8 April 2020
8.		Maturity Date:	8 April 2026, 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:	1.60 per cent. per annum
	(ii)	Interest Payment Date(s):	The 8 <sup>th</sup> of April and October in each year, commencing on the 8 <sup>th</sup> October 2020 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:	Modified Following
	(v)	Fixed Coupon Amount(s):	AUD 9,600.00 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
<b>PROVISIONS RELATING TO REDEMPTION</b>		
20.	<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):	The 8th of April and October in each year, from and including 8 <sup>th</sup> April 2022 to and including 8 October 2025, subject to adjustment in accordance with the Modified Following Business Day Convention
	(ii) Optional Redemption Amount(s) of each Note:	The Optional Redemption Amount per Calculation Amount shall be AUD 1,200,000
	(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) Tokyo, London, Sydney and New York Business Days  Maximum period: Not Applicable
21.	<b>Put Option</b> (Condition 5.06)	Not Applicable
22.	<b>Notice periods for Early Redemption for Taxation Reasons:</b>	
	(i) Minimum period:	30 days
	(ii) Maximum period:	60 days
23.	<b>TLAC Disqualification Events:</b>	Not Applicable
24.	<b>Notice periods for Redemption for Illegality:</b>	
	(i) Minimum period:	10 days
	(ii) Maximum period:	30 days

25.	<b>Trigger Early Redemption</b> (Condition 5.08 and Condition 30.02)	Not Applicable
26.	<b>Final Redemption Amount</b>	If not redeemed earlier the Final Redemption Amount payable per Calculation Amount on the Maturity Date shall be AUD 1,200,000
27.	<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**

28.	<b>Settlement Method</b>	
	Whether redemption of the Notes will be by (a) Cash Settlement or (b) Physical Delivery:	Cash Settlement
29.	<b>Final Redemption Amount for Reference Item Linked Notes</b>	Not Applicable
30.	<b>Multi-Reference Item Linked Notes</b>	Not Applicable
31.	<b>Currency Linked Note Provisions</b>	Not Applicable
32.	<b>Commodity Linked Note Provisions</b>	Not Applicable

- |     |   |                |
|-----|---|----------------|
| 33. | <b>Index Linked Note Provisions (Equity Indices only)</b> | Not Applicable |
| 34. | <b>Equity Linked Note Provisions</b>                      | Not Applicable |
| 35. | <b>Fund Linked Note Provisions (ETF)</b>                  | Not Applicable |
| 36. | <b>Non-Exempt Physical Delivery Notes</b>                 | Not Applicable |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |  |  |
|-----|--|--|
| 37. | (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                                    |
| 38. | Financial Centre(s), TARGET or other special provisions relating to payment dates:   | Tokyo, London, New York and Sydney   |
| 39. | Relevant Renminbi Settlement Centre  | Not Applicable   |
| 40. | Talons for future Coupons to be attached to Definitive Notes:  | No   |
| 41. | Name and address of Calculation Agent:   | Royal Bank of Canada, London Branch  |
| 42. | Name and address of RMB Rate Calculation Agent:  | Not Applicable   |
| 43. | Issuer access to the register of creditors (Sw. <i>skuldboken</i> ) in respect of Swedish Notes:   | Not Applicable   |
| 44. | Exchange Date:   | Not earlier than 40 calendar days after the Issue Date   |
| 45. | The Aggregate Principal Amount of the Notes issued has been translated into U.S. dollars at the rate of U.S.\$1.00 = AUD 1.6786, producing a sum of: | USD 714,881.45   |
| 46. | 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.<br><br>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.

47. Alternative Payment Currency:

Not Applicable

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

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:                               | Not Applicable |
| (ii) | Estimate of total expenses related to 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:   | XS2118432926  |
| (ii)  | Common Code:  | 211843292   |
| (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, 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:         | 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**

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|--|---|
| (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.