

**UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET**

– Solely for the purposes of the 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“COBS”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (“UK MiFIR”); 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 manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “UK MiFIR Product Governance Rules”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s 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”). 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 MiFID II; (ii) a customer within the meaning of Directive 2016/97/EU (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 Regulation (EU) 2017/1129 (as amended). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO 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 UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); (ii) a customer within the meaning of the provisions of the UK Financial Services and Markets Act (as amended, the “FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 (as amended) as it forms part of domestic law of the UK by virtue of the EUWA (the “UK Prospectus Regulation”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of domestic law of the UK by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**THESE 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.

Amended and Restated Final Terms dated February 13, 2022  
(amending and restating the Final Terms dated February 3, 2023)<sup>1</sup>



**ROYAL BANK OF CANADA**  
*(a Canadian chartered bank)*  
(the “**Issuer**”)

Legal Entity Identifier (LEI): ES7IP3U3RHIGC71XBU11

Issue of AUD50,000,000 6.005 per cent. Notes due February 7, 2038  
issued pursuant to the Base Prospectus as part of the  
Programme for the Issue of Securities

## **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 Base Prospectus dated July 29, 2022 and the supplementary Notes Base Prospectuses dated August 25, 2022 and December 20, 2022 which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of the UK Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the UK Prospectus Regulation and must be read in conjunction with such Base Prospectus in order to obtain all relevant information. The Base Prospectus, including all documents incorporated by reference therein, are available for viewing on the Issuer’s website at <https://www.rbc.com/investor-relations/european-senior-notes-program.html> and copies may be obtained from the offices of the Issuer, 20th Floor, 200 Bay Street, Toronto, Ontario, Canada M5J 2J5 and the offices of the Issuing and Paying Agent, One Canada Square, London E14 5AL, England.

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|----|-------|--|----------------|
| 1. | (i)   | Series Number:                           | 67695          |
|    | (ii)  | Tranche Number:                          | 1              |
|    | (iii) | Date on which the Notes become fungible: | Not Applicable |

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<sup>1</sup> These Final Terms dated February 3, 2023 are only amended to cure an error in Item 14(vi).

2. Specified Currency or Currencies: (Condition 1.11)	Australian Dollars (“ <b>AUD</b> ”)
3. Aggregate Principal Amount:	
(i) Series:	AUD50,000,000
(ii) Tranche:	AUD50,000,000
4. Issue Price:	100 per cent. of the Aggregate Principal Amount
5. (i) Specified Denominations: (Condition 1.08 or 1.09)	AUD200,000
(ii) Calculation Amount:	AUD200,000
6. (i) Issue Date:	February 7, 2023
(ii) Interest Commencement Date	Issue Date
(iii) Trade Date	January 31, 2023
7. Maturity Date:	February 7, 2038
8. Interest Basis:	6.005 per cent. Fixed Rate (further particulars specified below)
9. Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes shall be redeemed on the Maturity Date at par
10. Change of Interest Basis:	Not Applicable
11. Put Option/ Call Option:	Not Applicable
12. (i) Date of Board approval for issuance of Notes obtained:	Not Applicable
(ii) Status of the Notes:	Senior Notes
12A. Condition 4 – Negative Covenant (Subordinated Notes):	Not Applicable
13. Bail-inable Notes:	Yes

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14. <b>Fixed Rate Note Provisions</b> (Condition 5.02 and 5.02a)	Applicable
(i) Rate of Interest:	6.005 per cent. per annum payable annually in arrear on each Interest Payment Date

(ii) Interest Payment Date(s):	February 7 in each year, commencing February 7, 2024, up to and including the Maturity Date, adjusted for payment day purposes only in accordance with the Business Day Convention specified in paragraph 14(iv) below
(iii) Adjusted Interest Periods:	Not Applicable
(iv) Business Day Convention:	Following Business Day Convention
(v) Business Centre(s):	London, New York, Sydney and Toronto
(vi) Fixed Coupon Amount:	AUD12,010 per Calculation Amount <sup>2</sup>
(vii) Broken Amount(s):	Not Applicable
(viii) Day Count Fraction:	30/360
(ix) Determination Dates:	Not Applicable
(x) Default Rate:	As set out in Condition 5.04
(xi) Calculation Agent:	Not Applicable
(xii) Fixed Rate Resettable Note Provisions (Condition 5.02b)	Not Applicable
<b>15. Floating Rate Note Provisions</b> (Condition 5.03)	Not Applicable
<b>16. Zero Coupon Note Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>	
<b>17. Call Option</b> (Condition 6.03)	Not Applicable
<b>18. Put Option</b> (Condition 6.06)	Not Applicable
<b>19. Final Redemption Amount of each Note</b>	Par
<b>20. Bail-inable Notes – TLAC Disqualification Event Call</b>	Not Applicable
<b>21. Early Redemption Amount</b>	
(i) Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default:	AUD200,000 per Calculation Amount
(ii) Early Redemption Amount includes amount in respect of accrued interest:	Yes: no additional amount in respect of accrued interest to be paid

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<sup>2</sup> These Final Terms dated February 3, 2023 are only amended to correct Item 14(vi) by changing "AUD12,100" to as specified above.

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| 22. <b>Provisions relating to the NVCC Automatic Conversion</b><br>(Condition 8) | Not Applicable: the Notes are not Subordinated Notes |
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**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|---|--|
| 23. (i) Form of Notes:  | Registered Notes<br><br>Global Registered Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream |
| (ii) New Global Note:   | No   |
| 24. Financial Centre(s) or other special provisions relating to payment dates:                  | London, New York, Sydney and Toronto   |
| 25. Relevant Renminbi Settlement Centre:  | Not Applicable   |
| 26. Calculation Agent for purposes of Condition 10.16 (if other than Issuing and Paying Agent): | Not Applicable   |
| 27. Name and address of RMB Rate Calculation Agent (for purposes of Condition 10.17):           | Not Applicable   |
| 28. Branch of Account:  | Main branch in Toronto   |
| 29. Unmatured Coupons missing upon Early Redemption:  | Condition 10.06(i) applies   |
| 30. Talons for future Coupons to be attached to Definitive Notes (Condition 1.06)               | No   |
| 31. Alternative Currency Payment (Condition 10.16):   | Not Applicable   |

**THIRD PARTY INFORMATION**

The rating explanation set out in Item 2. "Ratings" of Part B has been extracted from Moody's Canada and S&P Canada, as indicated. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by Moody's Canada or S&P Canada, no facts have been omitted which would render the reproduced information inaccurate or misleading.

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 the Official List of the FCA and to trading on the London Stock Exchange's Main Market with effect from February 7, 2023
- (ii) Estimate of total expenses related to admission: GBP2,750

### 2. RATINGS

Ratings: The Notes to be issued are expected to be specifically rated:

S&P Canada: A

A long term obligation rated "A" is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the Issuer's capacity to meet its financial commitments on the obligation is still strong. (Source: S&P, [https://www.standardandpoors.com/en\\_US/web/guest/article/-/view/sourceId/504352](https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352))

Moody's Canada: A1

Obligations rated "A" are considered upper medium-grade and are subject to low credit risk. The modifier "1" indicates the highest ranking within this category. (Source: <https://ratings.moodys.io/ratings>)

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

Save for any fees payable to the Dealer, HSBC Bank plc, 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. Fixed Rate Notes only – YIELD

Indication of yield: 6.005 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 5. OPERATIONAL INFORMATION

- (i) ISIN: XS2584499599
- (ii) Common Code: 258449959

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|--------|---|--|
| (iii)  | CFI:  | DTFUFR, as updated and 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:   | ROYAL BANK OF C/6.005EMTN 20380207, as updated and 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)    | WKN or any other relevant codes:  | Not Applicable   |
| (vi)   | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A., their addresses and the relevant identification number(s): | Not Applicable   |
| (vii)  | Names and addresses of additional Paying Agent(s), Registrar and Transfer Agents (if any):  | Not Applicable   |
| (viii) | Intended to be held in a manner which would allow Eurosystem eligibility:   | Not Applicable   |

## 6. DISTRIBUTION

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|-------|--|------------------------------|
| (i)   | Canadian Selling Restrictions:                                       | Canadian Sales Not Permitted |
| (ii)  | Prohibition of Sales to EEA Retail Investors:                        | Applicable                   |
| (iii) | Prohibition of Sales to UK Retail Investors:                         | Applicable                   |
| (iv)  | Whether TEFRA D or TEFRA C applicable or TEFRA Rules not applicable: | TEFRA Rules not applicable   |
| (v)   | Prohibition of Sales to Belgian Consumers:                           | Applicable                   |

## 7. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

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|------|-------------------------|--|
| (i)  | Use of proceeds:        | See "Use of Proceeds" in the Base Prospectus |
| (ii) | Estimated Net proceeds: | AUD50,000,000                                |



## **8. UK BENCHMARKS REGULATION**

UK Benchmarks Regulation: Article 29(2) Not Applicable  
statement on benchmarks: