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 Directive 2014/65/EU (as amended, "MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97, 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. 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 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 (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of 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 by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law 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.

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 20 June 2023



ROYAL BANK OF CANADA (a Canadian chartered bank)

Legal entity identifier (LEI): ES7IP3U3RHIGC71XBU11

# Issue of USD 9,000,000 Callable Fixed Coupon Notes due June 2029 under the Programme for the Issuance of Securities

# **PART A - CONTRACTUAL TERMS**

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 either of Article 3 of the Prospectus Regulation or section 85 of the FSMA or to supplement a prospectus pursuant to either of Article 23 of the Prospectus Regulation or Article 23 of the UK Prospectus Regulation, in each case, in relation to such offer.

This document constitutes the Pricing Supplement for the Notes described herein. This document must be read in conjunction with the Structured Securities Base Prospectus dated July 29, 2022 as supplemented by the supplements dated August 31, 2022, December 06, 2022, December 20, 2022, March 07, 2023, and May 31, 2023 (the "Base Prospectus"). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Base Prospectus. Copies of the Base Prospectus 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, 160 Queen Victoria Street, London EC4V 4LA, England and in electronic form on the Luxembourg Stock Exchange's website (www.bourse.lu).

For the purposes hereof:

"**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA:

"EUWA" means the European Union (Withdrawal) Act 2018; and

"FSMA" means the Financial Services and Markets Act 2000.

By investing in the Notes, each investor represents that:

- (a) Non-Reliance. It is acting for its own account, and it has made its own independent decisions to invest in the Notes and as to whether the investment in the Notes is appropriate or proper for it based upon its own judgement and upon advice from such advisers as it has deemed necessary. It is not relying on any communication (written or oral) of the Issuer or any Dealer as investment advice or as a recommendation to invest in the Notes, it being understood that information and explanations related to the terms and conditions of the Notes shall not be considered to be investment advice or a recommendation to invest in the Notes. No communication (written or oral) received from the Issuer or any Dealer shall be deemed to be an assurance or guarantee as to the expected results of the investment in the Notes.
- (b) Assessment and Understanding. It is capable of assessing the merits of and understanding (on its own behalf or through independent professional advice), and understands and accepts the terms and conditions and the risks of the investment in the Notes. It is also capable of assuming, and assumes, the risks of the investment in the Notes.
- (c) Status of Parties. Neither the Issuer nor any Dealer is acting as fiduciary for or adviser to it in respect of the investment in the Notes.

1.	Issuer:	Royal Bank of Canada

Branch of Account / Branch: London Branch

2. (i) Series Number: 68893 (ii) Tranche Number: 1 3. Specified Currency or Currencies: USD (Condition 1.12) 4. Aggregate Principal Amount: USD 9,000,000 (i) Series: USD 9,000,000 (ii) Tranche: USD 9,000,000 5. Issue Price: 100.00% of the Aggregate Principal Amount 6. (a) Specified Denominations: USD 1,000,000 Calculation Amount: USD 1,000,000 (b) Minimum Trading Size: USD 1,000,000 (c) 7. (i) Issue Date: 20 June 2023 Interest Commencement Date: Issue Date 08 June 2023 (iii) Trade Date: 8. Maturity Date: 20 June 2029, subject to the details specified below under item 21 9. Interest Basis: 5.45% Fixed Rate 10. (a) Redemption Basis: Redemption at par (b) Protection Amount: Not Applicable Not Applicable 11. Change of Interest Basis: 12. Put Option/ Call Option/ Trigger Early Call Option Redemption: (further particulars specified below) 13. Date Board approval for issuance of Not Applicable Notes obtained:

14. Bail-inable Securities: Yes

Method of distribution: Non-syndicated

# PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. Fixed Rate Note Provisions Applicable

(Condition 4.02/4.02a)

(i) Rate(s) of Interest: 5.45% per annum

(ii) Interest Payment Date(s): The 20<sup>th</sup> of each June in each year, commencing

on 20 June 2024, with a final payment on the

Maturity Date, in accordance with the Business Day Convention set out in (iv) below, subject to the exercise of the Call Option as set out below

(iii) Adjusted Interest Period(s): Not Applicable

(iv) Business Day Convention: Following Business Day Convention

(v) Fixed Coupon Amount(s): Rate(s) of Interest multiplied by the Day Count

Fraction multiplied by the Calculation Amount

(vi) Broken Amount(s): Not Applicable

(vii) Day Count Fraction: 30/360

(viii) Determination Dates: Not Applicable

(ix) Default Rate: As set out in Condition 4.06

(x) Other terms relating to the method of calculating interest

for Fixed Rate Notes:

Not Applicable

17. Floating Rate Note Provisions

(Condition 4.03)

Not Applicable

18. **Zero Coupon Note Provisions** Not Applicable

19. Reference Item Linked Interest Notes Not Applicable

20. **Dual Currency Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

21. Call Option Applicable

(Condition 5.03)

(i) Optional Redemption Date(s): The 20 June 2027 and 20 June 2028, subject to

adjustment in accordance with the Following

**Business Day Convention** 

(ii) Optional Redemption Calculation Amount X 100%

Amount(s) of each Note:

(iii) Redeemable in part: Not Applicable

(iv) Notice period Minimum period: 5 (Five) London, New York, and

Taipei Business Days

Maximum period: Not Applicable

22. **Put Option** Not Applicable

(Condition 5.06)

23. Notice periods for Early Redemption for Taxation Reasons:

(i) Minimum period: 30 days

(ii) Maximum period: 60 days

24. TLAC Disqualification Events: Not Applicable

25. Notice periods for Redemption for Illegality:

(i) Minimum period: 10 days

(ii) Maximum period: 30 days

26. Trigger Early Redemption Not Applicable

(Condition 5.08 and Condition 30.02)

27. Final Redemption Amount 100% x Calculation Amount

28. Early Redemption Amount

(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

Adjustment Event in accordance with Condition 7, or in the case of Equity Linked Notes, following a Potential Adjustment Event and/or Delisting and/or Merger Event and/or Nationalisation and/or Insolvency and/or Tender

Condition 8, or in the case of Equity Linked Notes, Index Linked Notes or Fund Linked

Offer in accordance with

Notes (involving ETFs), following an Additional

Disruption Event (if applicable)

(if required):

(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. Settlement Method

Whether redemption of the Notes will be by (a) Cash Settlement or (b) Physical Delivery or (c) Cash Settlement and/or Cash Settlement

As per Condition 5.10

Physical Delivery and whether option to vary settlement:

30.	Final Redemption Amount for Reference Item Linked Notes	Not Applicable
31.	Multi-Reference Item Linked Notes	Not Applicable
32.	<b>Currency Linked Note Provisions</b>	Not Applicable
33.	<b>Commodity Linked Note Provisions</b>	Not Applicable
34.	Index Linked Note Provisions (Equity Indices only)	Not Applicable
35.	<b>Equity Linked Note Provisions</b>	Not Applicable
36.	Fund Linked Note Provisions	Not Applicable
37.	Credit Linked Note Provisions	Not Applicable
38.	<b>Dual Currency Note Provisions</b>	Not Applicable
39.	Preference Share Linked Notes	Not Applicable
40.	Bond Linked Redemption Note Provisions	Not Applicable
41.	Actively Managed Basket Linked Note Provisions	Not Applicable
42.	Physical Delivery	Not Applicable
<b></b>		- NOTEO

# **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

43. New Global Note: (i) No

> Form of Notes: (ii) **Bearer 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

44. Financial Centre(s), TARGET or other special provisions relating to payment dates:

London, New York, and Taipei

Relevant Renminbi Settlement Centre Not Applicable 45.

46. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): (Condition 1.06)

No

Details relating to Partly Paid Notes: 47. amount of each payment comprising the Issue Price and date on which each

Not Applicable

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:

48. Details relating to Instalment Notes: amount of each instalment ("Instalment Amounts"), date on which each payment is to be made ("Instalment Dates"):

Not Applicable

49. Redenomination provisions: Not Applicable

50. Consolidation provisions: Not Applicable

51. Name and address of Calculation Agent: Royal Bank of Canada, London Branch

52. Name and address of RMB Rate Not Applicable Calculation Agent:

53. Issuer access to the register of creditors (Sw. *skuldboken*) in respect of

Swedish Notes:

54. Exchange Date:

On or after 40 calendar days following the Issue

Date

No

55. The Aggregate Principal Amount of the Notes issued has been translated into U.S. dollars at the rate of U.S.\$1.00 = [], producing a sum of:

Not Applicable

56. Governing law of Notes (if other than the laws of the Province of Ontario and the federal laws of Canada applicable therein):

Not Applicable

57. Alternative Payment Currency: Not Applicable

58. *Masse:* Not Applicable

# RESPONSIBILITY

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

Signed on behalf of the Issuer:

Nicole Blackwood

By: Vice President, Transaction Management Group

Duly authorised

Guillaume Horent

By: Global Head of Structured Rates Trading

Duly authorised

#### **PART B - OTHER INFORMATION**

#### LISTING AND ADMISSION TO TRADING

Application has been made by the Issuer (or Listing/Admission to trading:

> on its behalf) for the Notes to be admitted to trading on Euronext Dublin's Global

**Exchange Market** 

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.

#### **OPERATIONAL INFORMATION**

(i) ISIN: XS2608730672

(ii) Common Code: 260873067

(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

See the website of the Association of (iv) FISN:

> 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):

and Transfer Agents:

Not Applicable

Not Applicable

(vi) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg, addresses and the relevant identification

number(s):

(vii) Delivery: Delivery against payment

The Bank of New York Mellon, London (viii) Name(s) and address(es) of Initial Paying Branch

Agents, French Paying Agent, Registrar

160 Queen Victoria Street

#### London EC4V 4LA

(ix) Names and addresses of additional Paying Agent(s), Registrar and Transfer Agents (if any): Not Applicable

No

met.

(x) Intended to be held in a manner which would allow Eurosystem eligibility:

Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safe-keeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been

#### 5. DISTRIBUTION

(i) Method of distribution: Non-syndicated

(ii) If syndicated, names of Managers: Not Applicable

(iii) Stabilising Manager(s) (if any): Not Applicable

(iv) If non-syndicated, name of Dealer: RBC Europe Limited

100 Bishopsgate London EC2N 4AA

(v) U.S. Selling Restrictions: Super Reg S; TEFRA D rules applicable

(vi) Canadian Sales: Canadian Sales Not Permitted

(vii) Additional selling restrictions: Not Applicable

(viii) Prohibition of Sales to EEA Retail

Investors:

Applicable

(ix) Prohibition of Sales to UK Retail Applicable

Investors:

(x) Prohibition of Offer to Private Clients in Appl

Switzerland:

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.