

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**") without an up-to-date PRIIPS KID being in place with the prior written consent of RBC Europe Limited and provided in accordance with the PRIIPS Regulation. 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, save as provided above, 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**") without an up-to-date UK PRIIPS KID being in place with the prior written consent of RBC Europe Limited and provided in accordance with the PRIIPS Regulation. 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; or (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, save as provided above, 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 16 May 2024



ROYAL BANK OF CANADA
(a Canadian chartered bank)

Legal entity identifier (LEI): ES7IP3U3RHIGC71XBU11

Issue of USD 2,000,000 Callable Floating Rate Notes due May 2029
under the Programme for the Issuance of Securities

PROHIBITION OF OFFER TO PRIVATE CLIENTS IN SWITZERLAND – Other than with respect to offers of the Notes for which a key information document according to the Swiss Federal Financial Services Act ("**FinSA**") or an equivalent document under FinSA has been prepared the Notes are not intended to be offered or recommended to private clients within the meaning FinSA in Switzerland. For these purposes, a private client means a person who is not one (or more) of the following: (i) a professional client as defined in Article 4(3) FinSA (not having opted-in on the basis of Article 5(5) FinSA) or Article 5(1) FinSA; or (ii) an institutional client as defined in Article 4(4) FinSA; or (iii) a private client with an asset management agreement according to Article 58(2) FinSA.

This Pricing Supplement has not been and will not be filed and deposited with a review body in Switzerland for entry on the list according to Article 64(5) FinSA. Accordingly, the Notes may not be publicly offered, directly or indirectly, in Switzerland within the meaning of FinSA, other than pursuant to an exemption under Article 36(1) FinSA. Neither this Pricing Supplement nor any other offering or marketing material relating to the Notes constitutes a prospectus pursuant to FinSA, and neither this Pricing Supplement nor any other offering or marketing material relating to the Notes may be publicly distributed or otherwise made publicly available in Switzerland.

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, and subject as provided in the sections entitled "*Prohibition of Sales to EEA Retail Investors*" and "*Prohibition of Sales to UK Retail Investors*" above.

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 14, 2023 as supplemented by the supplements dated August 29, 2023, December 18, 2023, January 03, 2024, March 04, 2024, and April 02, 2024 (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, United Kingdom 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: | Toronto Branch |
| 2. | (i) Series Number: | |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies:
(Condition 1.12) | USD |
| 4. | Aggregate Principal Amount: | USD 2,000,000 |
| | (i) Series: | USD 2,000,000 |
| | (ii) Tranche: | USD 2,000,000 |
| 5. | Issue Price: | 100.00% of the Aggregate Principal Amount |
| 6. | (a) Specified Denominations: | USD 1,000 |
| | (b) Calculation Amount: | USD 1,000 |
| | (c) Minimum Trading Size: | USD 1,000 |
| 7. | (i) Issue Date: | 16 May 2024 |
| | (ii) Interest Commencement Date: | Issue Date |
| | (iii) Trade Date: | 1 May 2024 |
| 8. | Maturity Date: | 16 May 2029 |
| 9. | Interest Basis: | SOFR Floating Rate (further details specified below) |
| 10. | (a) Redemption Basis: | Redemption at par |
| | (b) Protection Amount: | Not Applicable |

11. Change of Interest or Redemption/Payment Basis:	Not Applicable
12. Put Option/ Call Option/ Trigger Early Redemption:	Call Option (Further particulars specified below)
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. Fixed Rate Note Provisions (Condition 4.02 / 4.02a)	Not Applicable
17. Floating Rate Note Provisions (Condition 4.03)	Applicable
(i) Specified Period(s):	Not Applicable
(ii) Interest Payment Date(s):	The 16 th of each August, November, February and May in each year, commencing 16 th August 2024, with a final payment on the Maturity Date, adjusted for payment purposes only 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) First Interest Payment Date:	16 August 2024
(iv) Business Day Convention:	Following Business Day Convention
(v) Business Centre(s):	London and New York
(vi) Manner in which the Rate(s) of Interest is/are to be determined:	From (and including) the Issue Date to (but excluding) the Maturity Date interest shall be payable quarterly in arrear and accrue at a per annum rate determined according to the following formula: Min [Max (Reference Rate + Margin, Minimum Rate of Interest), Maximum Rate of Interest]
(vii) Screen Rate Determination:	Applicable
– Reference Rate:	SOFR
– Term Rate:	Not Applicable
– Overnight Rate:	Applicable
– Relevant Swap Rate:	Not Applicable
– Calculation Method:	Compounded Daily Rate

– Observation Method:	Lag
– Interest Determination Dates(s):	The 5 th U.S. Government Securities Business Day prior to the relevant Interest Payment Date
– Rate Determination Date	Not Applicable
– Relevant Screen Page:	Not Applicable
– Designated Maturity:	Not Applicable
– Relevant Time:	Such time as the Rate of Interest is to be determined
– Reference Banks:	Not Applicable
– Swap Rate Frequency:	Not Applicable
– Swap Rate Time:	Not Applicable
– Swap Rate Currency:	Not Applicable
– Compounded:	Not Applicable
– Underlying RFR Rate:	Not Applicable
– Administrator:	Not Applicable
– Relevant Financial Centre:	New York
– Observation Look-Back Period:	5 U.S. Government Securities Business Days
(viii) ISDA Rate Determination:	Not Applicable
(ix) Linear Interpolation:	Not Applicable
(x) Margin(s):	1.00%
(xi) Minimum Rate of Interest:	3.65%
	(Condition 4.04)
(xii) Maximum Rate of Interest:	6.00%
	(Condition 4.04)
(xiii) Day Count Fraction	30/360 (Unadjusted)
(xiv) Default Rate:	As set out in Condition 4.06
(xv) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	As set out in Condition 4.03

- | | | |
|-----|---|----------------|
| 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
(Condition 5.03) | Applicable |
| (i) | Optional Redemption Date(s): | Each 16 th of each August, November, February and May, commencing 16 th May 2026, up to and including 16 th February 2029, subject to adjustment in accordance with the Following Business Day Convention |
| (ii) | Optional Redemption Amount(s) of each Note: | Calculation Amount X 100% |
| (iii) | Redeemable in part: | Not Applicable |
| (iv) | Notice period | Minimum period: 10 (Ten) London and New York Business Days

Maximum period: Not Applicable |
| 22. | Put Option
(Condition 5.06) | Not Applicable |
| 23. | Notice periods for Early Redemption for Taxation Reasons | |
| (i) | Minimum period: | 30 days |
| (ii) | Maximum period: | 60 days |
| 24. | TLAC Disqualification Event | Not Applicable |
| 25. | Notice periods for Redemption for Illegality | |
| (i) | Minimum period: | 30 days |
| (ii) | Maximum period: | 60 days |
| 26. | Trigger Early Redemption
(Condition 5.09) | Not Applicable |
| 27. | Final Redemption Amount of each Note | 100.00% per 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 and/or the method of calculating the same (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), or in the case of Fund Linked Notes, following a Fund Event or De-listing, Material Underlying Event, Merger Event, Nationalisation or Tender Offer in accordance with Conditions 11 and 12) (if required): | As per Condition 5.10 |
| (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 Physical Delivery and whether option to vary settlement:	Cash Settlement
--	-----------------

30. Final Redemption Amount for Reference Item Linked Notes	Not Applicable
--	----------------

31. Multi-Reference Item Linked Notes	Not Applicable
--	----------------

32.	Currency Linked Note Provisions	Not Applicable
33.	Commodity Linked Note Provisions	Not Applicable
34.	Index Linked Note Provisions (Equity Indices only)	Not Applicable
35.	Equity Linked Note Provisions	Not Applicable
36.	Fund Linked Note Provisions	Not Applicable
37.	Credit Linked Note Provisions	Not Applicable
38.	Dual Currency Note Provisions	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

GENERAL PROVISIONS APPLICABLE TO THE NOTES

43.	(i) New Global Note:	No
	(ii) Form of Notes:	Registered Notes
44.	Financial Centre(s) or other special provisions relating to payment dates:	London and New York
45.	Relevant Renminbi Settlement Centre:	Not Applicable
46.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): (Condition 1.06)	No
47.	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
48.	Details relating to Instalment Notes: amount of each instalment (" Instalment Amounts "), date on	Not Applicable


which each payment is to be made
 (“**Instalment Dates**”):

- | | |
|---|--|
| 49. Redenomination provisions: | Not Applicable |
| 50. Consolidation provisions: | Not Applicable |
| 51. Name and address of Calculation Agent: | Royal Bank of Canada, London Branch
100 Bishopsgate
London, EC2N 4AA |
| 52. Issuer access to the register of creditors (<i>Sw. skuldboken</i>) in respect of Swedish Notes: | Not Applicable |
| 53. Other terms or special conditions: | Not Applicable |
| 54. Exchange Date: | Not Applicable |
| 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 Currency Payment: | Not Applicable |
| 58. <i>Masse</i> : | Not Applicable |


RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: 
Nicole Blackwood
Vice President, Transaction Management Group

Duly authorized

By: 
Guillaume Horent
Global Head of Structured Rates Trading

Duly authorized

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing/Admission to trading: Not Applicable

2. RATINGS

Ratings: Not Applicable

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

The Issue Price may include a fee or commission payable to a distributor or third party, such fee or commission will be determined by a number of factors including but not limited to Maturity Date of the note, hedging costs and legal fees. Further details in respect of the fee or commission are available upon request.

4. OPERATIONAL INFORMATION

(i) ISIN: XS2775819811

- | | | |
|--------|--|--|
| (ii) | Common Code: | 277581981 |
| (iii) | CFI: | 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: | 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) | Other Identification Number: | 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, French Paying Agent, Registrar and Transfer Agents: | <p>Issuing and Paying Agent:</p> <p>The Bank of New York Mellon, London Branch</p> <p>160 Queen Victoria Street</p> <p>London</p> <p>EC4V 4LA</p> <p>United Kingdom</p> <p>Registrar:</p> <p>The Bank of New York Mellon SA/NV, Luxembourg Branch</p> <p>Vertigo Building – Polaris</p> <p>2 – 4 rue Eugène Ruppert</p> <p>L–2453 Luxembourg</p> |
| (ix) | Name(s) 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. Whilst the designation is specified as “no” at the date of this Pricing Supplement, 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 intraday 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 met.

5. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated, names of Managers: Not Applicable
- (iii) Stabilisation 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 rules not applicable
- (vi) Canadian Sales: Canadian Sales Not Permitted
- (vii) Additional Selling Restrictions: Not Applicable
- (viii) Prohibition of Sales to EEA Retail Investors: Applicable, other than with respect to offers of the Notes for which a PRIIPs KID is being prepared.
- (ix) Prohibition of Sales to UK Retail Investors: Applicable, other than with respect to offers of the Notes for which a UK PRIIPs KID is being prepared.
- (x) Prohibition of Offer to Private Clients in Switzerland: Applicable, other than with respect to offers of the Notes for which a PRIIPs KID is being prepared.

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.

7. FLOATING RATES

The Issuer is not affiliated with the Federal Reserve Bank of New York. The Federal Reserve Bank of New York does not sanction, endorse, or recommend any products or services offered by the Issuer