

1ST SUPPLEMENTARY PROSPECTUS DATED AUGUST 25, 2022



ROYAL BANK OF CANADA
(a Canadian chartered bank)

€75,000,000,000
Global Covered Bond Programme
unconditionally and irrevocably guaranteed as to payments by

RBC COVERED BOND GUARANTOR LIMITED PARTNERSHIP
(a limited partnership formed under the laws of Ontario)

This Supplementary Prospectus (the “**1st Supplementary Prospectus**”) to the Base Prospectus dated July 29, 2022 (the “**Base Prospectus**”), and Admission Particulars for Royal Bank of Canada (“**RBC**” or the “**Issuer**”) constitutes a supplementary prospectus in respect of the Base Prospectus for the Issuer for the purposes of Article 23.1 of the UK Prospectus Regulation and supplementary admission particulars in respect of the Admission Particulars for the purposes of the ISM Rulebook, and is prepared in connection with the €75,000,000,000 Global Covered Bond Programme of Royal Bank of Canada, unconditionally and irrevocably guaranteed as to payments by RBC Covered Bond Guarantor Limited Partnership (the “**Guarantor LP**”), established by RBC (the “**Programme**”). When used in this 1st Supplementary Prospectus, “**UK Prospectus Regulation**” means Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended.

Terms defined in the Base Prospectus have the same meaning when used in this 1st Supplementary Prospectus. This 1st Supplementary Prospectus is supplemental to, and shall be read in conjunction with, the Base Prospectus.

RBC and the Guarantor LP accept responsibility for the information contained in this 1st Supplementary Prospectus. To the best of the knowledge of RBC and the Guarantor LP, the information contained in this 1st Supplementary Prospectus is in accordance with the facts and this 1st Supplementary Prospectus makes no omission likely to affect its import.

The purpose of this 1st Supplementary Prospectus is to (a) incorporate by reference in the Base Prospectus the Issuer's unaudited interim condensed consolidated financial statements (the "**Third Quarter 2022 Unaudited Interim Condensed Consolidated Financial Statements**"), together with Management's Discussion and Analysis (the "**Third Quarter 2022 MD&A**"), for the three-and nine-month periods ended July 31, 2022 set out in the Issuer's Third Quarter 2022 Report to Shareholders (the "**Third Quarter 2022 Report to Shareholders**"); (b) incorporate by reference in the Base Prospectus the Investor Report for the calculation date of July 29, 2022 (the "**July Investor Report**"); (c) to amend references to "Compounded Daily SOFR" in the Base Prospectus; (d) to document a minor change to the Screen Rate Determination provisions in the Base Prospectus; (e) include an updated statement in respect of no significant change in the Base Prospectus; and (f) update paragraph 3 of the section entitled "General Information" in the Base Prospectus regarding governmental, legal or arbitration proceedings which may have, or have had, a significant effect on the financial position or profitability of the Issuer or of the Issuer and its subsidiaries taken as a whole.

To the extent that there is any inconsistency between (a) any statement in this 1st Supplementary Prospectus or any statement incorporated by reference into the Base Prospectus by this 1st Supplementary Prospectus; and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statements referenced in (a) above will prevail.

Save as disclosed in this 1st Supplementary Prospectus or in the Third Quarter 2022 Report to Shareholders incorporated by reference in the Base Prospectus by virtue of this 1st Supplementary Prospectus, no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus which may affect the assessment of Covered Bonds issued under the Programme has arisen or been noted, as the case may be, since approval by the Financial Conduct Authority (the "**FCA**") of the Base Prospectus.

DOCUMENTS INCORPORATED BY REFERENCE

The Third Quarter 2022 Unaudited Interim Condensed Consolidated Financial Statements, together with the Third Quarter 2022 MD&A, set out on pages 2 through 79 (excluding page 49) of the Third Quarter 2022 Report to Shareholders are, by virtue of this 1st Supplementary Prospectus, incorporated in, and form part of, the Base Prospectus. The remainder of the Third Quarter 2022 Report to Shareholders is either covered elsewhere in the Base Prospectus or is not relevant for investors. The July Investor Report is, by virtue of this 1st Supplementary Prospectus, incorporated in, and forms part of, the Base Prospectus.

The Third Quarter 2022 Report to Shareholders, which includes the Third Quarter 2022 Unaudited Interim Condensed Consolidated Financial Statements and the Third Quarter 2022 MD&A, and the July Investor Report are each available for viewing at:

Third Quarter 2022 Report to Shareholders

https://www.rbc.com/investor-relations/assets-custom/pdf/2022q3_report.pdf

Investor Report for the calculation date of July 29, 2022

https://www.rbc.com/investor-relations/assets-custom/pdf/20220731_cb_report.pdf

The Third Quarter 2022 Report to Shareholders, which includes the Third Quarter 2022 Unaudited Interim Condensed Consolidated Financial Statements and the Third Quarter 2022 MD&A, and the July Investor Report have been filed with the National Storage Mechanism and are available for viewing at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>, and have been announced via the Regulatory News Service operated by the London Stock Exchange.

For the avoidance of doubt, any document incorporated by reference in the Third Quarter 2022 Report to Shareholders, including the Third Quarter 2022 Unaudited Interim Condensed Consolidated Financial Statements or the Third Quarter 2022 MD&A, and the July Investor Report shall not form part of this 1st Supplementary Prospectus for the purposes of the UK Prospectus Regulation, or the ISM Rulebook except where such information or other documents are specifically incorporated by reference in or attached to this 1st Supplementary Prospectus.

Copies of this 1st Supplementary Prospectus, the Base Prospectus and the documents incorporated by reference in either of these can be (i) viewed on the Issuer's website maintained in respect of the Programme at http://www.rbc.com/investorrelations/fixed_income/covered-bonds-terms.html; (ii) obtained on written request and without charge from the Issuer at 20th Floor, 200 Bay Street, Toronto, Ontario, Canada M5J 2J5, Attention: Senior Vice President, Wholesale Finance and Investor Relations and from the office of the Issuing and Paying Agent, The Bank of New York Mellon, London Branch, One Canada Square, London E14 5AL, England, Attention: Manager, EMEA Corporate & Sovereign Department or at the offices of any other Paying Agent at the addresses specified at the end of the Base Prospectus; and (iii) viewed on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> under the name of the Issuer and the headline "Publication of Prospectus". Copies of the Issuer's periodic financial reporting can also be viewed by accessing the Issuer's disclosure documents through the Internet (i) on the Canadian System for Electronic Document Analysis and Retrieval at <http://www.SEDAR.com> (an internet based securities regulatory filing system), or (ii) at the SEC's website at <http://www.sec.gov>. Any websites included in this 1st Supplementary Prospectus other than in respect of the information incorporated by reference are for information purposes only and do not form part of this 1st Supplementary Prospectus or the Base Prospectus and the FCA has neither scrutinised or approved the information contained therein.

REFERENCES TO "COMPOUNDED DAILY SOFR"

To correct the reference to "Compounded Daily SOFR" in "**RISK FACTORS – 4. FACTORS WHICH ARE MATERIAL FOR THE PURPOSES OF ASSESSING THE RISKS RELATING TO THE COVERED BONDS - (b) Risks related to the structure of a particular issue of Covered Bonds**", "*h The market continues to develop in relation to SOFR as a reference rate for Covered Bonds*" on page 70, "*i SOFR has a limited history, and the future performance of SOFR cannot be predicted based on historical performance*", and "*vi. The secondary trading market for securities linked to SOFR may be limited*" on page 73, and in the "**TERMS AND CONDITIONS OF THE COVERED BONDS**", "**5. Interest, Section 5.03, Interest on Floating Rate Covered Bonds (iii) Screen Rate Determination, (c)**" on page 115 of the Base Prospectus, such references shall be amended to read "Compounded SOFR" to conform to the defined term for the same in the Base Prospectus.

SCREEN RATE DETERMINATION

The reference to “11:00 a.m. (Financial Centre time)” in subparagraph (a)(iv) of Condition 5.03(iii) “**Interest, Interest on Floating Rate Covered Bonds (iii) Screen Rate Determination**” in the section entitled “**TERMS AND CONDITIONS OF THE COVERED BONDS**” on page 109 of the Base Prospectus is replaced with “the Relevant Time”.

By virtue of this 1st Supplementary Prospectus, subparagraph (a)(iv) of Condition 5.03(iii) “**Interest, Interest on Floating Rate Covered Bonds (iii) Screen Rate Determination**” is therefore amended to read:

- “(iv) if fewer than two rates of such Reference Rate are so quoted, the Calculation Agent will determine the arithmetic mean (rounded as described above) of the rates of such Reference Rate quoted by four major banks in the Principal Financial Centre as selected by the Issuer, at approximately the Relevant Time on the first day of the relevant Interest Period for loans in the Specified Currency to leading European banks for a period for the duration of the relevant Interest Period and in an amount that is representative for a single transaction in the relevant market at the relevant time,”

STATEMENT OF NO SIGNIFICANT CHANGE

There has been no significant change in the financial performance or financial position of the Issuer and its consolidated subsidiaries, including the Guarantor LP, taken as a whole since July 31, 2022, the last day of the financial period in respect of which the most recent unaudited interim condensed consolidated financial statements of the Issuer have been prepared.

AMENDMENT TO STATEMENT REGARDING GOVERNMENTAL, LEGAL OR ARBITRATION PROCEEDINGS

Paragraph 3 of the section entitled “General Information” on page 318 of the Base Prospectus is hereby deleted in its entirety and replaced with the following:

“Other than (i) the matters disclosed under the subsection entitled “Tax examinations and assessments” in Note 21 of the 2021 Audited Consolidated Financial Statements set out on page 212 of the Issuer's 2021 Annual Report and in Note 9 of the Issuer's Third Quarter 2022 Unaudited Interim Condensed Consolidated Financial Statements set out on page 75 of the Issuer's Third Quarter 2022 Report to Shareholders and (ii) the matters disclosed (with the exception of the subsection entitled “Other matters”) in Note 24 of the 2021 Audited Consolidated Financial Statements set out on pages 215 and 216 of the Issuer's 2021 Annual Report and the legal and regulatory matters disclosed in the subsection entitled “Legal and Regulatory Matters” in Note 12 of the Issuer's Third Quarter 2022 Unaudited Interim Condensed Consolidated Financial Statements set out on page 76 of the Issuer's Third Quarter 2022 Report to Shareholders and in each case incorporated by reference herein, there are no, nor have there been any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) during the twelve months prior to the date of this document which may have, or have had during the recent past, individually or in the aggregate, a significant effect on the financial position or profitability of the Issuer or the Guarantor LP or of the Issuer and its subsidiaries taken as a whole or the Guarantor LP.”