

4TH SUPPLEMENTARY PROSPECTUS DATED JUNE 2, 2021



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

Structured Securities Base Prospectus

*Pursuant to the Programme for the Issuance of
Securities*

This Supplement (the “**Supplement**”) to the original base prospectus dated July 17, 2020 (the “**Original Base Prospectus**”), as supplemented by the 1st Supplementary Prospectus dated September 4, 2020, the 2nd Supplementary Prospectus dated January 21, 2021 and the 3rd Supplementary Prospectus dated March 16, 2021 (the Original Base Prospectus together with the 1st Supplementary Prospectus, the 2nd Supplementary Prospectus and the 3rd Supplementary Prospectus, the “**Base Prospectus**”) which comprises a base prospectus under Article 8 of Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”) for Royal Bank of Canada (“**RBC**”, the “**Bank**” or the “**Issuer**”), constitutes a supplementary prospectus in respect of the Base Prospectus for RBC for the purposes of Article 23.1 of the Prospectus Regulation and is prepared in connection with the Programme for the Issuance of Securities established by RBC.

This Supplement has been approved by the Central Bank of Ireland as Irish competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Bank as an issuer, nor as an endorsement by the CBI of the quality of Securities that may be issued under the Programme. Investors should make their own assessment as to the suitability of investing in such Securities.

Such approval relates only to the Securities which are to be admitted to trading on the regulated market of the Irish Stock Exchange plc trading as Euronext Dublin (“**Euronext Dublin**”) or other regulated markets for the purposes of Directive 2014/65/EU (as amended) and/or which are to be offered to the public in any member state of the European Economic Area in circumstances that require the publication of a prospectus.

The Issuer produced listing particulars dated July 17, 2020 as supplemented by the 1st Supplementary Prospectus dated September 4, 2020, the 2nd Supplementary Prospectus dated January 21, 2021 and the 3rd Supplementary Prospectus dated March 16, 2021 (together, “**Listing Particulars**”) for the purposes of listing on the Global Exchange Market of Euronext Dublin. The Listing Particulars do not constitute a “prospectus” for the purposes of the Prospectus Regulation. This Supplement constitutes “supplementary listing particulars” for the purpose of listing on the Global Exchange Market of Euronext Dublin. These supplementary listing particulars have been approved by Euronext Dublin for the purposes of listing on its Global Exchange Market.

Terms defined in the Base Prospectus have the same meaning when used in this Supplement. This Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by RBC.

RBC accepts responsibility for the information contained in this Supplement. To the best of the knowledge of RBC, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is:

- (i) to incorporate by reference in the Base Prospectus the Issuer's unaudited interim condensed consolidated financial statements (the "**Second Quarter 2021 Unaudited Interim Condensed Consolidated Financial Statements**"), together with the Management's Discussion and Analysis (the "**Second Quarter 2021 MD&A**") for the three- and six-month periods ended April 30, 2021 set out in the Issuer's Second Quarter 2021 Report to Shareholders (the "**Second Quarter 2021 Report to Shareholders**"). The remainder of the Second Quarter 2021 Report to Shareholders is either covered elsewhere in the Base Prospectus or is not relevant for investors;
- (ii) following the publication of the Second Quarter 2021 Report to Shareholders, to update the statements of no significant change and no material adverse change of the Issuer; and
- (iii) following the publication of the Second Quarter 2021 Report to Shareholders, to 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 Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement or in the Second Quarter 2021 Report to Shareholders incorporated by reference in the Base Prospectus by virtue of this Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus which may affect the assessment of Securities issued under the Programme has arisen or been noted, as the case may be, since the approval by the Central Bank of Ireland and Euronext Dublin of the 3rd Supplementary Prospectus dated March 16, 2021.

In circumstances where Article 23(2) of the Prospectus Regulation applies, investors who have agreed to purchase or subscribe for securities before this Supplement is published have the right, exercisable before the end of the period of three working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances. This right to withdraw will expire by close of business on June 8, 2021.

DOCUMENTS INCORPORATED BY REFERENCE

RBC's Second Quarter 2021 Unaudited Interim Condensed Consolidated Financial Statements, together with the Second Quarter 2021 MD&A, set out on pages 2 through 82 (excluding page 51 of the same) of the Second Quarter 2021 Report to Shareholders are, by virtue of this Supplement, incorporated in, and form part of, the Base Prospectus. The remainder of the Second Quarter 2021 Report to Shareholders is either covered elsewhere in the Base Prospectus or is not relevant for investors.

The Second Quarter 2021 Report to Shareholders, which includes the Second Quarter 2021 Unaudited Interim Condensed Consolidated Financial Statements and Second Quarter 2021 MD&A, is available for viewing at:

https://www.rbc.com/investor-relations/assets-custom/pdf/2021q2_report.pdf

For the avoidance of doubt, any document incorporated by reference in the Second Quarter 2021 Report to Shareholders, including the Second Quarter 2021 Unaudited Interim Condensed Consolidated Financial Statements and Second Quarter 2021 MD&A, shall not form part of this Supplement.

The Second Quarter 2021 Report to Shareholders and copies of this document approved by the Central Bank of Ireland are available for inspection from <https://www.rbc.com/investor-relations/european-senior-notes-program.html>. Certain of the documents incorporated by reference in the Base Prospectus or this Supplement may be viewed by accessing the Issuer's disclosure documents through the Internet at the Canadian System for Electronic Document Analysis and Retrieval at <http://www.sedar.com> (an internet based securities regulatory filing system). Please note that websites and URLs referred to herein do not form part of this Supplement or the Base Prospectus.

STATEMENT OF NO SIGNIFICANT CHANGE

Since April 30, 2021, 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 published, there has been no significant change in the financial performance or financial position of the Issuer and its subsidiaries taken as a whole.

STATEMENT OF NO MATERIAL ADVERSE CHANGE

Except as disclosed in the section entitled "Overview and outlook: Impact of COVID-19 pandemic" on pages 6 to 7 of the Second Quarter 2021 Report to Shareholders since October 31, 2020, the date of its last published audited annual consolidated financial statements, there has been no material adverse change in the prospects of the Issuer and its subsidiaries taken as a whole.

**AMENDMENT TO STATEMENT REGARDING GOVERNMENTAL, LEGAL OR
ARBITRATION PROCEEDINGS**

Paragraph 3 of the section entitled “General Information” on page 686 of the Base Prospectus is hereby deleted in its entirety and replaced with the following:

“Other than the matters disclosed under the subsection entitled “Tax examinations and assessments” in Note 22 of the 2020 Audited Consolidated Financial Statements set out on page 207 of the Issuer’s 2020 Annual Report and in Note 8 of the Second Quarter 2021 Unaudited Interim Condensed Consolidated Financial Statements set out on page 77 of the Second Quarter 2021 Report to Shareholders, and the matters disclosed (with the exception of the subsection entitled “Other matters”) in Note 25 of the 2020 Audited Consolidated Financial Statements set out on pages 210 and 211 of the Issuer’s 2020 Annual Report and the legal and regulatory matters disclosed in Note 11 of the Issuer’s Second Quarter 2021 Unaudited Interim Condensed Consolidated Financial Statements set out on page 79 of the Issuer’s Second Quarter 2021 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) which may have, or have had during the twelve months prior to the date of this document, individually or in the aggregate, a significant effect on the financial position or profitability of the Issuer or of the Issuer and its subsidiaries taken as a whole.”