

## INTRODUCTION

This summary should be read as an introduction to the Base Prospectus and the Final Terms to which this is annexed. Any decision to invest in any Notes should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the Final Terms. An investor in the Notes could lose all or part of the invested capital. Where a claim relating to information contained in the Base Prospectus and the Final Terms is brought before a court, the plaintiff may, under national law where the claim is brought, be required to bear the costs of translating the Base Prospectus and the Final Terms before the legal proceedings are initiated. Civil liability attaches only to the Issuer solely on the basis of this summary, including any translation of it, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the Final Terms or where it does not provide, when read together with the other parts of the Base Prospectus and the Final Terms, key information in order to aid investors when considering whether to invest in the Notes.

**You are considering the purchase of a product that is not simple and may be difficult to understand.**

The Notes described in this Summary USD 2,000,000 “Reverse Convertible” Equity Linked Redemption Notes Linked to Dassault Systemes SE due December 2025 (the “Notes”), with International Securities Identification Number (ISIN) XS2908893832, issued by Royal Bank of Canada (the “Issuer”), Royal Bank Plaza, 200 Bay Street, 8th Floor, South Tower, Toronto, Ontario, Canada M5J 2J5. The Issuer's Legal Entity Identifier (LEI) is ES7IP3U3RHIGC71XBU11.

The Base Prospectus has been approved as a base prospectus by the Central Bank of Ireland, New Wapping Street, North Wall Quay, Dublin 1, DO1 F7X3 on July 16, 2024 as supplemented by the supplements dated September 02, 2024 and December 11, 2024.

## KEY INFORMATION ON THE ISSUER

### *Who is the Issuer of the securities?*

The Issuer is incorporated and domiciled in Canada and is a Schedule 1 bank under the *Bank Act* (Canada) which constitutes its charter. The Issuer's Legal Entity Identifier (LEI) is ES7IP3U3RHIGC71XBU11.

**Description of the Issuer:** Royal Bank of Canada and its subsidiaries are referred to as the “RBC Group”. Royal Bank of Canada is a global financial institution with a purpose-driven, principles-led approach to delivering leading performance. RBC Group's success comes from the 86,000+ employees who leverage their imaginations and insights to bring RBC Group's vision, values and strategy to life so it can help its clients thrive and communities prosper. As Canada's biggest bank, and one of the largest banks in the world based on market capitalization, RBC Group has a diversified business model with a focus on innovation and providing exceptional experiences to the Issuer's 17 million clients in Canada, the U.S. and 27 other countries. Royal Bank of Canada is the ultimate parent company and main operating company of the RBC Group.

**Principal Activities of the Issuer:** The Issuer's business segments are Personal & Commercial Banking, Wealth Management, Insurance, Investor & Treasury Services and Capital Markets. Personal & Commercial Banking provides a broad suite of financial products and services in Canada, the Caribbean and the U.S. Wealth Management serves high net worth and ultra-high net worth clients from the Issuer's offices in key financial centres mainly in Canada, the U.S., the U.K., Europe and Asia. Wealth Management offers a comprehensive suite of investment, trust, banking, credit and other wealth management solutions. It also provides asset management products to institutional and individual clients through its distribution channels and third-party distributors. Insurance offers a wide range of life, health, home, auto, travel, wealth, annuities and reinsurance advice and solutions, as well as creditor and business insurance services to individual, business and group clients. Investor & Treasury Services acts as a specialist provider of asset services, and a provider of cash management, transaction banking, and treasury services to institutional clients worldwide. It also provides Canadian dollar cash management, correspondent banking and trade finance to financial institutions globally and short-term funding and liquidity management for the Issuer. Capital Markets provides expertise in banking, finance and capital markets to corporations, institutional investors, asset managers, governments and central banks around the world. It serves clients from 58 offices in 14 countries across North America, the U.K. and Europe, and Australia, Asia and other regions.

**Controlling Shareholders:** To the extent known to the Issuer, the Issuer is not directly or indirectly controlled by any person.

**Key managing directors:** Mirko Bibic (Toronto, Ontario), Andrew A. Chisholm (Toronto, Ontario), Jacynthe Côté (Candiac, Québec), Toos N. Daruvala (New York, New York), Cynthia Devine (Toronto, Ontario), Roberta L. Jamieson (Ohsweken, Ontario), David I. McKay (Toronto, Ontario), Amanda Norton (Charlotte, North Carolina), Barry Perry (St. John's, Newfoundland and Labrador), Maryann Turcke (Toronto, Ontario), Thierry Vandal (Mamaroneck, New York), Frank Vettese (Toronto, Ontario), Jeffery Yabuki (Fox Point, Wisconsin)

**Statutory Auditor:** PricewaterhouseCoopers LLP, PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2.

*What is the key financial information regarding the Issuer?*

## Selected Consolidated Balance Sheet Information

	As at April 30, 2024	As at October 31, 2023 (Restated) <sup>1</sup>	As at April 30, 2024
	<i>(in millions of Canadian dollars)</i>		
Loans, net of allowance for loan losses	960,539	852,773	819,965
Total assets	2,031,050	2,006,531	1,917,219
Deposits	1,327,603	1,231,687	1,208,814
Other liabilities	568,379	648,311	587,567
Subordinated debentures	13,464	11,386	10,025
Non-controlling interests	100	99	111
Equity attributable to shareholders	121,504	115,048	108,064

1. Amounts have been derived from the Second Quarter 2024 Unaudited Interim Condensed Consolidated Financial Statements and restated from those previously presented as part of the adoption of IFRS 17, effective November 1, 2023. For further details, refer to Note 2 on pages 57 to 59 of the Second Quarter 2024 Unaudited Interim Condensed Consolidated Financial Statements.

## Consolidated and Condensed Consolidated Statement of Income Information<sup>2</sup>

	Six-months ended April 30, 2024	Six-months ended April 30, 2023 (Restated) <sup>1</sup>	Year ended October 31, 2023	Year ended October 31, 2022
	<i>(in millions of Canadian dollars, except per share amounts and percentage amounts)</i>			
Net interest income	12,955	12,301	25,129	22,717
Non-interest income	14,684	13,501	31,000	26,268
Total revenue	27,639	25,802	56,129	48,985
Provision for credit losses (PCL)	1,733	1,132	2,468	484
Non-interest expense	16,632	14,989	31,173	26,609
Net income	7,532	6,813	14,866	15,807
Earnings per share				
– basic	\$5.25	\$4.83	\$10.51	\$11.08
– diluted	\$5.25	\$4.83	\$10.50	\$11.06
Return on common equity (ROE) <sup>2,3</sup>	13.8%	13.7%	14.2%	16.4%

1. Amounts have been restated from those previously presented as part of the adoption of IFRS 17, effective November 1, 2023. For further details, refer to Note 2 on pages 57 to 59 of the Second Quarter 2024 Unaudited Interim Condensed Consolidated Financial Statements.
2. ROE represents net income available to common shareholders, expressed as a percentage of average common equity. This measure does not have a standardized meaning under generally accepted accounting principles (GAAP) and may not be comparable to similar measures disclosed by other financial institutions. For further details, refer to the Key performance and non-GAAP measures section of the 2023 Management, Discussion and Analysis in the 2023 Annual Report and the Key performance and non-GAAP measures section of the Second Quarter 2024 Management, Discussion and Analysis in the Second Quarter 2024 Report to Shareholders.
3. Average amounts are calculated using methods intended to approximate the average of the daily balances for the period. This includes average common equity used in the calculation of ROE. For further details, refer to the Key performance and non-GAAP measures section of the 2023 Management, Discussion and Analysis in the 2023 Annual Report and the Key performance and non-GAAP measures section of the Second Quarter 2024 Management, Discussion and Analysis in the Second Quarter 2024 Report to Shareholders.

The audit reports on historical financial information are not qualified.

***What are the key risks that are specific to the Issuer?***

**Business and Economic Conditions:** The Issuer's financial results may be affected to varying degrees by the general business and economic conditions in the geographic regions in which the Issuer operates. These conditions may include factors such as consumer saving and spending habits as well as consumer borrowing and repayment patterns, unemployment rates, the impact of containment measures associated with the COVID-19 pandemic or other health crises on businesses' operations, the level of business investment and overall business sentiment, the level of activity and volatility of the financial markets, inflation, the level of government spending, monetary policies that are adopted by the BoC, the Federal Reserve in the U.S., the European Central Bank in the European Union and monetary authorities in other jurisdictions in which the Issuer operates, and the fiscal policies of the governments of Canada, the U.S., Europe and such other jurisdictions. Such policies can also adversely affect the Issuer's clients and counterparties in Canada, the U.S. and internationally, which may increase the risk of default by such clients and counterparties. For example, economic downturns may result in higher unemployment rates and lower household incomes, lower corporate earnings, changes in business investment and consumer spending, and could adversely affect the Issuer's business, including but not limited to the demand for its loan and other products and result in lower earnings, including higher credit losses. The Issuer's financial results are also sensitive to changes in interest rates and to weaker investor confidence and market conditions, which may lead to lower client activity and unfavourable changes in earnings. Additional risks are emerging around how countries will seek to recoup the unprecedented levels of stimulus measures introduced in response to the COVID-19 pandemic and balance budgets in the future, and around the potential implications that a prolonged low interest rate environment will have, for example, on increasing wealth inequality and extended retirement ages, among others.

**Information Technology and Cyber Risks:** Information technology (IT) and cyber risks remain top risks, not only for the financial services sector, but for other industries worldwide. Cybersecurity is the risk to the business associated with cyber-attacks initiated to disrupt or disable the Issuer's operations or to expose or damage data. The Issuer continues to be subject to heightened risks in the form of cyberattacks, data breaches, cyber extortion and similar compromises, due to: (i) the size, scale, and global nature of the Issuer's operations; (ii) the Issuer's heavy reliance on the internet to conduct day-to-day business activities; (iii) the Issuer's intricate technological infrastructure; and (iv) the Issuer's use of third-party service providers. Additionally, clients' use of personal devices can create further avenues for potential cyber-related incidents, as the Issuer has little or no control over the safety of these devices. IT and cyber risks have increased during the COVID-19 pandemic, as increased malicious activities are creating more threats for cyberattacks including COVID-19 phishing emails, malware-embedded mobile apps that purport to track infection rates, and targeting of vulnerabilities in remote access platforms as many companies continue to operate with work from home arrangements. Resulting implications could include business interruptions, service disruptions, financial loss, theft of intellectual property and confidential information, litigation, enhanced regulatory attention and penalties, as well as reputational damage. Furthermore, the

adoption of emerging technologies, such as cloud computing, AI and robotics, call for continued focus and investment to manage risks effectively. Not managing this risk effectively may have an adverse effect on the Issuer's financial performance and condition.

**Privacy, Data and Third Party Related Risks:** The collection, use and sharing of data, as well as the management and governance of data, are increasingly important as the Issuer continues to invest in digital solutions and innovation, as well as, expanding its business activities. Data management is the risk of failing to manage information appropriately throughout its lifecycle due to inadequate processes and controls, resulting in legal or regulatory consequences, reputational damage or financial loss. In addition to the management and governance of data, its collection, use, and sharing also remain a top risk given the high value attributed to the Issuer's data. Resulting implications from failing to manage this risk could include financial loss, theft of intellectual property and confidential information, litigation, enhanced regulatory attention and penalties, as well as reputational damage. Privacy risk is the risk of improper creation or collection, use, disclosure, retention or destruction of information. Effective privacy and information management practices continue to grow in importance, as demonstrated by the continued development of complex regulations in the jurisdictions in which the Issuer operates and recent regulatory developments relating to data privacy. The Chief Privacy Office and the Chief Data Office partner with cross-functional teams to develop and implement enterprise-wide standards and practices that describe how data is used, protected, managed and governed. The Issuer's potential exposure to these risks also increases as the Issuer continues to partner with third-party service providers and adopt new technologies (e.g., cloud computing, AI and machine learning, etc.) and business models. Third-party risk is the risk of failure to effectively manage third parties which may expose the Issuer to service disruptions, regulatory action, financial loss, litigation or reputational damage. Privacy, data and third-party related risks have been heightened as the use of work from home arrangements have become common practice. As the majority of the Issuer's employees continue to work from home, it is continuously monitoring and enforcing best practices as it seeks to maintain the privacy and confidentiality of all sensitive information. The Issuer's security awareness program is required to be completed by each employee annually and includes cyber awareness training on managing risks while working remotely. Third-party providers critical to its operations are being monitored for any impact on their ability to deliver services, including vendors of its third-party providers. Failure to properly onboard and manage service providers may expose the Issuer to service disruption, financial loss and other risks that may negatively impact its financial performance and condition.

**Regulatory Changes:** The ongoing introduction of new or revised regulations will continue to lead to increasing focus across the organization on meeting additional regulatory requirements across the multiple jurisdictions in which the Issuer operates. See "Business segment results" on pages 26 to 48 of the 2020 MD&A incorporated by reference in the Base Prospectus for information on the Issuer's business segments and the jurisdictions in which they operate. Financial and other reforms that have come into effect or are coming into effect, across multiple jurisdictions, such as Canadian anti-money laundering regulations, the interest rate benchmark reform, as well as data, privacy, consumer protection regulations, Canadian benchmark rate for qualifying insured mortgages and client focused reforms, continue to provide challenges and impact the Issuer's operations and strategies and may negatively impact its financial performance, condition and prospects.

**Digital Disruption and Innovation:** The COVID-19 pandemic has changed the way consumers interact with financial services providers. Demand for digital banking services has increased, and while this represents an opportunity for the Issuer to leverage its technological advantage, the need to meet the rapidly evolving needs of clients and compete with non-traditional competitors has increased the Issuer's strategic and reputational risks. Additional risks also continue to emerge as demographic trends, evolving client expectations, the increased power to analyze data and the emergence of disruptors are creating competitive pressures across a number of sectors. Moreover, established technology companies, newer competitors, and regulatory changes continue to foster new business models that could challenge traditional banks and financial products. Finally, while the adoption of new technologies, such as AI and machine learning, presents opportunities for the Issuer, it could result in new and complex strategic, reputational, operational, regulatory and compliance risks that would need to be managed effectively and, if not, may adversely impact its financial performance and condition.

## KEY INFORMATION ON THE SECURITIES

### *What are the main features of the securities?*

The Notes are Equity Linked Redemption Notes due December 2025, with International Securities Identification Number (ISIN) XS2908893832. The currency of this Series of Notes is USD (“US Dollar”). The Notes have a Specified Denomination USD 140,000 and USD 1,000 thereafter, with a minimum trading size of USD 140,000.

*Transferability of the Notes:* There are no restrictions on the free transferability of the Notes.

*Status (Ranking):* The Notes constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and rank *pari passu* without any preference among themselves and at least *pari passu* with all other present and future unsubordinated and unsecured obligations of the Issuer (including deposit liabilities), except as otherwise prescribed by law and subject to the exercise of bank resolution powers.

*Taxation:* All payments in respect of the Notes will be made free and clear of and without withholding or deduction for or on account of taxes, duties, assessments or governmental charges imposed by Canada, any province or territory or political subdivision thereof or any authority or agency therein or thereof having power to tax and the United Kingdom or any political subdivision thereof or any authority or agency therein or thereof having power to tax. In the event that any such withholding or deduction is made, the Issuer will, save in certain limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted and the Issuer may redeem the Notes early in such circumstances.

*Negative pledge:* The terms of the Notes will not contain a negative pledge provision.

*Events of default:* The terms of the Notes provide for events of default which are limited to (a) non-payment of interest or principal, in each case for more than 30 business days from the relevant due date; and (b) certain bankruptcy or insolvency events occurring in respect of the Issuer.

*Meetings:* The terms of the Notes will contain provisions for calling meetings of holders of such Notes and passing written resolutions and obtaining electronic consents, in each case in relation to matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting or by way of written resolution or electronically and holders who voted in a manner contrary to the majority.

*Governing law:* English Law applicable therein.

*Representative of holders:* Not applicable, no representative of the Holders of the Notes has been appointed by the Issuer.

The Notes bear interest from their date of issue, payable on the Interest Payment Dates, at 8.00 per annum.

“Interest Amount” means USD 80.00 per Calculation Amount

“Interest Payment Dates” means the 29 December 2025, adjusted for payment purposes only in accordance with the Following Business Day Convention.

*Maturity:* Subject to any purchase and cancellation or early redemption, each Note will be redeemed on 29 December 2025 at the Final Redemption Amount set out below.

*Settlement Method:*

- a) If the Final Price is equal to or greater than the Put Strike Price, then Settlement Method will be Cash Settlement and the Securities shall be redeemed by payment of the Final Redemption Amount; or
- b) otherwise, if the Final Price is less than the Put Strike Price then Settlement will be Physical Delivery and the Securities shall be redeemed in exchange for the Rounded Down Entitlement plus the Cash Fraction Payment.

“Final Redemption Amount” means Calculation Amount x 100%

“Final Price” means the Reference Price on the Valuation Date

“Valuation Date” means 11 December 2025

“Reference Price” means the official closing price of the Reference Item quoted on the Relevant Exchange as determined by or on behalf of the Calculation Agent (or if, in the opinion of the Calculation Agent, no such official closing price can be determined at such time and the relevant day is not a Disrupted Day, the Calculation Agent's good faith estimate of the price of the Reference Item as of the actual closing time of the Exchange on the relevant date), or as otherwise determined by the Calculation Agent pursuant to the Conditions.

“Put Strike Price” means EUR 28.24

“Initial Valuation Date” means 11 December 2024

“Reference Item” means to Dassault Systemes SE

“Trade Date” means 11 December 2024

“Rounded Down Entitlement” means a number of the Reference Item per Calculation Amount equal to the Entitlement rounded down to the nearest integer.

“Entitlement” means a number of the Reference Item per Calculation Amount, calculated in accordance with the following formula:  $(\text{Calculation Amount} / \text{Put Strike Price}) / \text{FX Rate}$

“Cash Fraction Payment” means A cash payment per Calculation Amount will be made in respect of the fractional amount of the Entitlement, calculated in accordance with the following formula:  $(\text{Entitlement} - \text{Rounded Down Entitlement}) \times \text{Final Price} \times \text{FX Rate}$

“FX Rate” means the implied rate determined by the Calculation Agent using European Central Bank fix for EURUSD taken at 2.15 p.m. CET on the Final Valuation Date published on Reuters page ECB37. If the FX Rate is not published on any relevant Date the FX Rate shall be determined by the Calculation Agent in good faith and in a commercially reasonable manner.

***Where will the securities be traded?***

Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange.

***What are the key risks that are specific to the securities?***

Risks associated with the Notes include the following:

*Modification and waivers:* holders of the Notes are exposed to the risk that their rights in respect of the Notes are varied against their will, which may result in an investment in any Notes becoming less advantageous to a particular holder depending on individual circumstances.

*Secondary market:* an active secondary market in respect of the Notes may never be established or may be illiquid and this would adversely affect the value at which an investor could sell its Notes.

*Exchange rate risk:* if an investor holds Notes which are not denominated in the investor's home currency, the investor will be exposed to movements in exchange rate adversely affecting the value of the holding of Notes. Also the imposition of exchange controls or certain other specified events in relation to the Notes could result in an investor not receiving payment on the Notes.

*Credit ratings:* Credit ratings assigned to the Issuer or the Notes might not reflect all the risks associated with an investment in the Notes.

*Cap on return:* the maximum possible return on the Notes will be limited to principal amount of the Notes.

**KEY INFORMATION ON THE OFFER OF NOTES  
AND ADMISSION TO TRADING ON A REGULATED MARKET**

***Are the Notes being offered to the public as part of a Non-Exempt Offer?***

The Notes are not being offered to the public as part of a Non-exempt Offer.

***Under which conditions and timetable can I invest in this security?***

Not applicable – the Notes are not being offered to the public as part of a Non-exempt Offer.

Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Luxemburg Stock Exchange on 27 December 2024 (the “Listing Date”).

***Why is this prospectus being produced?***

The net proceeds from the issue of Notes will be added to the general funds of the Issuer and used by the Issuer and/or its affiliates for hedging the Notes. The estimated net proceeds are USD 2,000,000.

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

Other than as mentioned above, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

**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 Capital Markets (Europe) GMBH 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 (the “**Prospectus Regulation**”). If the aforementioned consent of RBC Europe Limited has not been received then 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 Capital Markets (Europe) GMBH 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 UK 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 UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation. If the aforementioned consent of RBC Europe Limited has not been received then no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK 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.

**Final Terms dated 27 December 2024**



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

Legal entity identifier (LEI): ES7IP3U3RHIGC71XBU11

Issue of USD 2,000,000 “Reverse Convertible” Equity Linked Redemption Notes Linked to Dassault  
Systemes SE due December 2025  
under the Programme for the Issuance of Securities



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.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

## **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 Structured Securities Base Prospectus dated July 16, 2024 and the supplemental Prospectuses dated September 02, 2024, and December 11, 2024 which together constitute a base prospectus for the purposes of the Prospectus Regulation (the "**Base Prospectus**"). These Final Terms will be deposited with SIX Exchange Regulation Ltd. as review body (Prüfstelle) in Switzerland and published according to Article 64 of the Swiss Federal Financial Services Act ("FinSA")/FinSA for the purposes of an offer of the Notes to the public in Switzerland on the basis of the combination of these Final Terms and the Base Prospectus which has been included as a foreign prospectus that is deemed approved according to Article 54(2) FinSA in the list of approved prospectuses according to Article 64(5) FinSA by SIX Exchange Regulation Ltd., deposited with this review body and published according to Article 64 FinSA. These Final Terms must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. A summary of the Notes is annexed to these Final Terms. The Base Prospectus has been published on the website of Euronext Dublin ([www.euronext.com/en/markets/dublin](http://www.euronext.com/en/markets/dublin)) and the Issuer ([www.rbc.com](http://www.rbc.com)) and copies 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.

For the purposes hereof:

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

**"EUWA"** means the European Union (Withdrawal) Act 2018, as amended; and

**"FSMA"** means the Financial Services and Markets Act 2000, as amended.

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:  
(ii) Tranche Number: 1
3. Specified Currency or Currencies: USD  
(Condition 1.12)
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 per cent of the Aggregate Principal Amount
6. (a) Specified Denominations: USD 140,000 and USD 1,000 thereafter  
(b) Calculation Amount: USD 1,000  
(c) Minimum Trading Size: Applicable: USD 140,000
7. (i) Issue Date: 27 December 2024  
(ii) Interest Commencement Date: Not Applicable  
(iii) Trade Date: 11 December 2024
8. Maturity Date: 29 December 2025
9. Description of Notes: Not Applicable
10. Product Terms: Not Applicable
11. Interest Basis: 8.00 per cent p.a. Fixed Rate
12. (a) Redemption Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at their Final Redemption Amount specified in item 28 below  
  
Non-Exempt Reference Item Linked Redemption Notes  
Equity Linked Redemption  
(b) Protection Amount: Not Applicable

- |     |  |                |
|-----|--|----------------|
| 13. | Change of Interest Basis:                              | Not Applicable |
| 14. | Put Option/ Call Option/ Trigger<br>Early Redemption:  | Not Applicable |
| 15. | Date Board approval for issuance of<br>Notes obtained: | Not Applicable |
| 16. | Bail-inable Securities:                                | No             |
| 17. | Method of distribution:                                | Non-syndicated |

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

- |        |   |   |
|--------|---|---|
| 18.    | <b>Fixed Rate Note Provisions</b><br>(Condition 4.02/4.02a) | Applicable  |
| (i)    | Rate(s) of Interest:  | 8.00 per cent. per annum payable in arrear on each Interest Payment Date                                |
| (ii)   | Interest Payment Date(s)<br>[Interest Ex-Date]:             | Maturity Date<br><br>adjusted for payment purposes only in accordance with the Business Day Convention. |
| (iii)  | Adjusted Interest Periods:                                  | Not Applicable  |
| (iv)   | Business Day<br>Convention:                                 | Following Business Day Convention   |
| (v)    | Fixed Coupon Amount(s):                                     | USD 80.00 per 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  |
| 19.    | <b>Floating Rate Note Provisions</b><br>(Condition 4.03)    | Not Applicable  |
| 20.    | <b>Zero Coupon Note Provisions</b>                          | Not Applicable  |
| 21.    | <b>Reference Item Linked Interest<br/>Notes</b>             | Not Applicable  |

#### **PROVISIONS RELATING TO REDEMPTION**

- |     |  |                |
|-----|--|----------------|
| 22. | <b>Call Option</b><br>(Condition 5.03) | Not Applicable |
| 23. | <b>Put Option</b><br>(Condition 5.06)  | Not Applicable |

24. **Notice periods for Early Redemption for Taxation Reasons:**
- (i) Minimum period: 30 days
  - (ii) Maximum period: 60 days
25. **TLAC Disqualification Events:** Not Applicable
26. **Notice periods for Redemption for Illegality:**
- (i) Minimum period: 10 days
  - (ii) Maximum period: 30 days
27. **Trigger Early Redemption** (Condition 5.09 and Condition 31.02) Not Applicable
28. **Final Redemption Amount** See Condition 31.01, as completed by the relevant sections of item 31 below
29. **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, without limitation and as applicable, following an Index Adjustment Event, a Potential Adjustment Event and/or De-listing and/or Merger Event and/or Nationalisation and/or Insolvency and/or Tender Offer an Additional Disruption Event, a Rebalancing Advisory Entity Event, an Inflation Index Substitution Event or an Inflation Index Modification: 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

### 30. 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:

Cash Settlement or Physical Delivery

### 31. Additional Payouts Condition Terms – Final Redemption Amount and/or Physical Settlement Event

See this item 31, Condition 31.04, Condition 31.05, Condition 31.01 (and related terms of Condition 32) and item 36 and 42 below

- |         |                                      |  |
|---------|--------------------------------------|--|
| (i)     | Capital Barrier Event:               | Not Applicable   |
| (ii)    | Put Strike Event:                    | Not Applicable   |
| (iii)   | Mini-Future Short Redemption Notes:  | Not Applicable   |
| (iv)    | IndiCap Redemption Notes:            | Not Applicable   |
| (v)     | Himalayan Redemption Notes:          | Not Applicable   |
| (vi)    | Monitoring Date(s):                  | Not Applicable   |
| (vii)   | Relevant Monitoring Date(s):         | For the purpose of determining the Final Redemption Amount: the Valuation Date |
| (viii)  | Initial Monitoring Date(s):          | 11 December 2024   |
| (ix)    | Relevant Initial Monitoring Date(s): | 11 December 2024   |
| (x)     | Capital Barrier Level:               | Not Applicable   |
| (xi)    | Put Strike Level:                    | Not Applicable   |
| (xii)   | Initial Valuation:                   | EUR 35.30  |
| (xiii)  | Relevant Valuation:                  | Relevant Valuation 1   |
| (xiv)   | Relevant Reference Performance:      | Single Underlying Relevant Reference Performance                               |
| (xv)    | Floor:                               | Not Applicable   |
| (xvi)   | F:                                   | Not Applicable   |
| (xvii)  | K:                                   | Not Applicable   |
| (xviii) | LC:                                  | Not Applicable   |

(xix)	LF:	Not Applicable
(xx)	Cap:	Not Applicable
(xxi)	P%:	Not Applicable
(xxii)	X%:	0%
(xxiii)	Y%:	Not Applicable
(xxiv)	Z%:	Not Applicable
(xxv)	X1%:	Not Applicable
(xxvi)	X2%:	Not Applicable
(xxvii)	K1%:	Not Applicable
(xxviii)	K2%:	Not Applicable
(xxix)	Physical Settlement Level	EUR 28.24
(xxx)	Reference Month(s):	Not Applicable
(xxxi)	Preference Share Linked Notes:	Not Applicable
32.	<b>Multi-Reference Item Linked Notes</b>	Not Applicable
33.	<b>Currency Linked Note Provisions</b>	Not Applicable
34.	<b>Commodity Linked Note Provisions</b>	Not Applicable
35.	<b>Index Linked Note Provisions (Equity Indices only)</b>	Not Applicable
36.	<b>Equity Linked Note Provisions</b>	Applicable
(i)	Whether the Notes relate to a Basket of Equities or a single Equity and the identity of the Equity Issuer(s):	Single Equity (a) Equity: Existing ordinary shares or preference shares (Bloomberg code specified below will indicate the type of shares) of the Equity Issuer (b) Equity Issuer: Dassault Systemes SE (Bloomberg code: DSY FP Equity) (c) ISIN/Common Code: FR0014003TT8
(ii)	Observation Period(s):	Not Applicable
(iii)	Observation Date(s):	11 December 2025

(iv)	Averaging Date(s):	Not Applicable
(v)	Valuation Date(s):	11 December 2025
(vi)	Valuation Time:	Condition 8.05 applies
(vii)	Specified Price:	Closing Price
(viii)	Common Disrupted Days:	Not Applicable
(ix)	Initial Price:	EUR 35.30
(x)	Potential Adjustment Events:	Applicable. <i>See Condition 8.02(i)</i>
(xi)	De-listing:	Applicable
(xii)	Merger Event:	Applicable
(xiii)	Nationalisation:	Applicable
(xiv)	Insolvency:	Applicable
(xv)	Tender Offer:	Applicable
(xvi)	Additional Disruption Events:	Applicable Change in Law Hedging Disruption Increased Cost of Hedging Insolvency Filing
(xvii)	Equity Substitution:	Not Applicable
(xviii)	Exchange(s):	Euronext Paris
(xix)	Related Exchange(s):	All Exchanges
(xx)	Exchange Rate:	The implied rate determined by the Calculation Agent using European Central Bank fix for EURUSD taken at 2.15 p.m. CET on the Valuation Date published on Reuters page ECB37.  If the Exchange Rate is not published on any relevant Date the Exchange Rate shall be determined by the Calculation Agent in good faith and in a commercially reasonable manner.
(xxi)	Partial Lookthrough Depositary Receipt Provisions:	Not Applicable
(xxii)	Full Lookthrough Depositary Receipt Provisions:	Not Applicable

	(xxiii)	Hedging Entity:	Not Applicable
	(xxiv)	Weighting or w:	Not Applicable
37.	<b>Fund Linked Note Provisions (ETF)</b>		Not Applicable
38.	<b>Credit Linked Note Provisions</b>		Not Applicable
39.	<b>Bond Linked Redemption Note Provisions</b>		Not Applicable
40.	<b>Actively Managed Basket Linked Note Provisions</b>		Not Applicable
41.	<b>Inflation Linked Note Provisions</b>		Not Applicable
42.	<b>Physical Delivery</b>		Applicable
	(i)	Relevant Assets:	The Equity
	(ii)	Initial Valuation:	EUR 28.24
	(iii)	Exchange Rate:	The implied rate determined by the Calculation Agent using European Central Bank fix for EURUSD taken at 2.15 p.m. CET on the Valuation Date published on Reuters page ECB37.  If the Exchange Rate is not published on any relevant Date the Exchange Rate shall be determined by the Calculation Agent in good faith and in a commercially reasonable manner.
	(iv)	FX Rate:	The official closing level of the Exchange Rate on the Valuation Date
	(v)	Entitlement System:	Clearing Euroclear
	(vi)	Cut-Off Date:	Two (2) Settlement Business Days prior to the Clearing System Settlement Date  Where:  “ <b>Clearing System Settlement Date</b> ” means the Maturity Date unless such date is not a Settlement Business Day in which event the Clearing System Settlement Date shall be the immediately succeeding Settlement Business Day, unless a Settlement Disruption Event is subsisting on that day in which event the Clearing System Settlement Date will be determined by the Calculation Agent.
	(vii)	Failure to Deliver due to Illiquidity:	Not Applicables



(viii)	Delivery Agent:	Royal Bank of Canada, Royal Bank Plaza, 200 Bay Street, Toronto, Canada
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#### **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 to be attached to Definitive Notes: (Condition 1.06)  |                  | No  |
| 47. | Name and address of Calculation Agent:  |                  | Royal Bank of Canada, London Branch<br>100 Bishopsgate<br>London EC2N 4AA |
| 48. | Name and address of RMB Rate Calculation Agent:   |                  | Not Applicable  |
| 49. | Exchange Date:  |                  | Not Applicable  |
| 50. | 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  |
| 51. | Governing law of Notes (if other than the laws of the Province of Ontario and the federal laws of Canada applicable therein):                 |                  | English Law   |
| 52. | Alternative Payment Currency:   |                  | Not Applicable  |
| 53. | Masse:  |                  | Not Applicable  |
| 54. | CMU Notes:  |                  | Not Applicable  |
| 55. | Hong Kong SFC Code of Conduct:  |                  | Not Applicable  |


## RESPONSIBILITY

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

Signed on behalf of the Issuer:

By:   
Christian Zenner  
Head of Transaction Management Group

Duly authorized

By:   
Jason Goss  
Managing Director, Head of European Solutions & Structured Product Sales  
Duly authorized

## **PART B – OTHER INFORMATION**

### **1. LISTING AND ADMISSION TO TRADING**

Listing/Admission to trading:

Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Bourse de Luxembourg.

### **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.

### **4. REASONS FOR THE OFFER**

See "Use of Proceeds" in the Base Prospectus

### **5. OPERATIONAL INFORMATION**

- |        |   |   |
|--------|---|---|
| (i)    | ISIN:   | XS2908893832  |
| (ii)   | Common Code:  | 290889383   |
| (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 |
| (iv)   | FISN:   | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (v)    | CMU Instrument No.:   | Not Applicable  |
| (vi)   | Other Identification Number:  | Not Applicable  |
| (vii)  | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg, their addresses and the relevant identification number(s): | Not Applicable  |
| (viii) | Delivery:   | Delivery against payment  |

- |       |   |  |
|-------|---|--|
| (ix)  | Name(s) and address(es) of Initial Paying Agents, CMU Lodging and Paying Agent, French Paying Agent, Registrar and Transfer Agents: | <p>The Bank of New York Mellon, London Branch</p> <p>160 Queen Victoria Street<br/>London EC4V 4LA</p> <p>Registrar:</p> <p>The Bank of New York Mellon SA/NV,<br/>Luxembourg Branch</p> <p>Vertigo Building – Polaris</p> <p>2 – 4 rue Eugène Ruppert<br/>L-2453 Luxembourg</p>   |
| (x)   | Names and addresses of additional Paying Agent(s), Registrar and Transfer Agents (if any):  | Not Applicable   |
| (xi)  | Intended to be held in a manner which would allow Eurosystem eligibility:   | <p>No</p> <p>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 met.</p> |
| (xii) | SIX Swiss Exchange Listing Information:   | Not Applicable   |

## 6. DISTRIBUTION

- |     |                                    |   |
|-----|------------------------------------|---|
| (a) | If syndicated, names of Managers:  | Not Applicable  |
| (b) | If non-syndicated, name of Dealer: | RBC Capital Markets (Europe) GMBH<br>Taunusanlage 17, Frankfurt am Main<br>Germany, 60325 |
| (c) | U.S. Selling Restrictions:         | Super Reg S; TEFRA rules not applicable   |
| (d) | Canadian Sales:                    | Canadian Sales Not Permitted  |
| (e) | Non-exempt Offer:                  | Not Applicable  |

(f)	Swiss Non-Exempt Offer:	Not Applicable
(g)	Admission to trading of Notes in Switzerland:	Not Applicable
(h)	Prohibition of Sales to EEA Retail Investors:	Applicable
(i)	Prohibition of Sales to UK Retail Investors:	Applicable
(j)	Prohibition of Offer to Private Clients in Switzerland:	Applicable
(k)	Singapore Sales to Institutional Investors and Accredited Investors only:	Applicable
<b>7.</b>	<b>HIRE ACT WITHHOLDING</b>	The notes are not specified securities for purposes of section 871(m) of the U.S. internal revenue code of 1986.
<b>8.</b>	<b>EU BENCHMARKS REGULATION</b>	Not Applicable