

MIFID II PRODUCT GOVERNANCE / TARGET MARKET - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No. 600/2014 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

THESE 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.

Final Terms dated October 30, 2024



ROYAL BANK OF CANADA

(a Canadian chartered bank)

(the “**Issuer**”)

Legal Entity Identifier (LEI): ES7IP3U3RHIGC71XBU11

Issue of GBP500,000,000 Fixed to Floating Rate Callable Senior Notes due November 2030
issued pursuant to the Base Prospectus as part of the
Programme for the Issue of Securities

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 Base Prospectus dated July 16, 2024 and the supplementary Notes Base Prospectus dated August 29, 2024 which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the UK Prospectus Regulation and must be read in conjunction with such Base Prospectus in order to obtain all relevant information. The Base Prospectus, including all documents incorporated by reference therein, is available for viewing on the Issuer’s website at <https://www.rbc.com/investor-relations/european-senior-notes-program.html> and copies may be obtained from the offices of the Issuer at Investor Relations, Royal Bank of Canada, 200 Bay Street, South Tower, Toronto, Ontario, Canada M5J 2J5 and the offices of the Issuing and Paying Agent, 160 Queen Victoria Street, London EC4V 4LA, England.

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| 1. | (i) | Series Number: | 73054 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Notes become fungible: | Not Applicable |

2. Specified Currency or Currencies:
(Condition 1.11) Pounds Sterling ("**GBP**")
3. Aggregate Principal Amount:
 - (i) Series: GBP500,000,000
 - (ii) Tranche: GBP500,000,000
4. Issue Price: 99.964 per cent. of the Aggregate Principal Amount
5. (i) Specified Denominations:
(Condition 1.08 or 1.09) GBP100,000 and integral multiples of GBP1,000 in excess thereof up to and including GBP199,000. No Notes in definitive form will be issued with a denomination above GBP199,000
 - (ii) Calculation Amount: GBP1,000
6. (i) Issue Date: November 1, 2024
 - (ii) Interest Commencement Date: Issue Date
 - (iii) Trade Date: October 23, 2024
7. Maturity Date: Interest Payment Date falling in or nearest to November 2030
8. Interest Basis: 4.875 per cent. Fixed Rate subject to change as indicated in paragraph 10 below
(further particulars specified below)
9. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes shall be redeemed on the Maturity Date at par
10. Change of Interest Basis: Applicable

Paragraph 14 (Fixed Rate Notes Provisions) applicable for the period from, and including, the Interest Commencement Date to, but excluding, the Optional Redemption Date.

Paragraph 15 (Floating Rate Notes Provisions) applicable to the period from, and including, the Optional Redemption Date to, but excluding, the Maturity Date
11. Put Option/ Call Option: Call Option
12. (i) Date of Board approval for issuance of Notes obtained: Not Applicable
 - (ii) Status of the Notes: Senior Notes

12A. Condition 4 - Negative Covenant
(Subordinated Notes): Not Applicable

13. Bail-inable Notes: Yes

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions**
(Condition 5.02 and 5.02a) Applicable in respect of the period from, and including, the Interest Commencement Date to, but excluding, the Optional Redemption Date

(i) Rate of Interest: 4.875 per cent. per annum payable annually in arrear on each Interest Payment Date

(ii) Interest Payment Dates: November 1st in each year, commencing November 1, 2025, up to, and including the Optional Redemption Date, adjusted for payment day purposes only in accordance with the Business Day Convention specified in paragraph 14(iv) below

(iii) Adjusted Interest Periods: Not Applicable

(iv) Business Day Convention: Following Business Day Convention

(v) Business Centres: London, New York and Toronto

(vi) Fixed Coupon Amount: GBP48.75 per Calculation Amount

(vii) Broken Amount(s): Not Applicable

(viii) Day Count Fraction: Actual/Actual (ICMA)

(ix) Determination Dates: November 1 in each year

(x) Default Rate: As set out in Condition 5.04

(xi) Calculation Agent: Not Applicable

(xii) Fixed Rate Resettable Note Provisions (Condition 5.02b)	Not Applicable
15. Floating Rate Note Provisions (Condition 5.03)	Applicable in respect of the period from, and including the Optional Redemption Date to, but excluding, the Maturity Date
(i) Specified Period(s):	Not Applicable
(ii) Specified Interest Payment Dates:	February 1, 2030, May 1, 2030, August 1, 2030 and November 1, 2030 subject to adjustment in accordance with the Business Day Convention specified in paragraph 15(iv) below
(iii) First Interest Payment Date:	February 1, 2030
(iv) Business Day Convention:	Modified Following Business Day Convention
(v) Business Centres:	London, New York and Toronto
(vi) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(vii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Issuing and Paying Agent):	Royal Bank of Canada, main branch in Toronto shall be the Calculation Agent
(viii) Screen Rate Determination:	Applicable
- Reference Rate:	SONIA
- Calculation Method:	Compounded Daily Rate
- Observation Method:	Lag
- SONIA Compounded Index:	Not Applicable
- Compounded Daily €STR Convention:	Not Applicable
- Interest Determination Dates:	The second London Banking Day prior to the relevant Interest Payment Date for each Interest Period
- Relevant Number:	Not Applicable
- Relevant Screen Page:	Not Applicable
- Designated Maturity:	Not Applicable
- Relevant Time:	Not Applicable
- Reference Banks:	Not Applicable
- ISDA Definitions:	Not Applicable
- Relevant Financial Centre:	Not Applicable
- Observation Look-back Period:	Two London Banking Days

(ix) ISDA Determination:	Not Applicable
(x) Linear Interpolation:	Not Applicable
(xi) Margin:	+ 1.095 per cent. per annum
(xii) Minimum Rate of Interest: (Condition 5.03(v))	Not Applicable
(xiii) Maximum Rate of Interest: (Condition 5.03(v))	Not Applicable
(xiv) Day Count Fraction:	Actual/365 (Fixed)
(xv) Default Rate:	As set out in Condition 5.04
16. Zero Coupon Note Provisions	Not Applicable
PROVISIONS RELATING TO REDEMPTION	
17. Call Option (Condition 6.03)	Applicable
(i) Optional Redemption Date:	November 1, 2029
(ii) Optional Redemption Amount of each Note and method, if any, of calculation of such amount:	GBP1,000 per Calculation Amount
(iii) Redeemable in part: If redeemable in part:	Not Applicable
(iv) Notice period:	Minimum period: 5 Business Days Maximum period: 30 calendar days
18. Put Option (Condition 6.06)	Not Applicable
19. Final Redemption Amount of each Note	GBP1,000 per Calculation Amount
20. Bail-inable Notes - TLAC Disqualification Event Call	Not Applicable
21. Early Redemption Amount	
(i) Early Redemption Amount payable on redemption for taxation reasons or on event of default:	GBP1,000 per Calculation Amount
(ii) Early Redemption Amount includes amount in respect of accrued interest:	No: together with the Early Redemption Amount, accrued interest shall also be paid

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| 22. Provisions relating to the NVCC Automatic Conversion
(Condition 8) | Not Applicable: the Notes are not Subordinated Notes |
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GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 23. (i) Form of Notes: | Bearer Notes

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

Exchange Date: Not earlier than December 11, 2024 |
| (ii) New Global Note (in respect of Bearer Notes) or New Safekeeping Structure (in respect of Registered Notes): | Yes |
| 24. Financial Centre(s) or other special provisions relating to payment dates: | London, New York and Toronto |
| 25. Relevant Renminbi Settlement Centre: | Not Applicable |
| 26. Calculation Agent for purposes of Condition 10.16 (if other than Issuing and Paying Agent): | Not Applicable |
| 27. Name and address of RMB Rate Calculation Agent (for purposes of Condition 10.17): | Not Applicable |
| 28. Branch of Account: | Main branch in Toronto |
| 29. Unmatured Coupons missing upon Early Redemption: | Condition 10.06(i) applies in respect of fixed rate Coupons and Condition 10.06(ii) applies in respect of any floating rate Coupons |
| 30. Talons for future Coupons to be attached to Definitive Notes (Condition 1.06) | No |
| 31. Alternative Currency Payment (Condition 10.16): | Not Applicable |

THIRD PARTY INFORMATION

The ratings explanations set out in Item 2. "Ratings" of Part B have been extracted from the websites of Moody's Canada, S&P Canada and Fitch (as applicable), as indicated. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by Moody's Canada, S&P Canada or Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: /s/ Jason Drysdale
Duly authorised

By: /s/ Rajneesh Sharma
Duly authorised

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing/Admission to Trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the FCA and to trading on the London Stock Exchange's Main Market with effect from November 1, 2024
- (ii) Estimate of total expenses related to admission: GBP6,050

2. RATINGS

Ratings: The Notes to be issued are expected to be specifically rated:

Moody's Canada: A1

Obligations rated "A" are considered upper medium-grade and are subject to low credit risk. The modifier "1" indicates a higher end ranking within this category. (Source: <https://ratings.moodys.io/ratings>)

S&P Canada: A

Obligations rated "A" is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the Issuer's capacity to meet its financial commitments on the obligation is still strong. (Source: S&P, https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceld/504352)

Fitch: AA-

Obligations rated "AA" denote expectations of very low default risk. They indicate very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events. The modifier "-" indicates the lowest ranking in this category. (Source: Fitch, <https://www.fitchratings.com/products/rating-definitions#rating-scales>)

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

Save for any fees payable to the Managers (as defined in the subscription agreement relating to the Notes) 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. YIELD

Indication of yield:

For the period from the Issue Date up to, and including, the Optional Redemption Date 4.883 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

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| (i) ISIN: | XS2929921653 |
| (ii) Common Code: | 292992165 |
| (iii) CFI: | DTFUFB, as updated and 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: | ROYAL BANK OF C/1EMTN 20301101, as updated and 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) WKN or any other relevant codes: | Not Applicable |
| (vi) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A., their addresses and the relevant identification number(s): | Not Applicable |
| (vii) Names and addresses of additional Paying Agent(s), Registrar and Transfer Agents (if any): | Not Applicable |
| (viii) Intended to be held in a manner which would allow Eurosystem eligibility: | No. 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 safekeeper. 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 |

6. DISTRIBUTION

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| (i) Canadian Selling Restrictions: | Canadian Sales Not Permitted |
| (ii) Prohibition of Sales to EEA Retail Investors: | Applicable |
| (iii) Prohibition of Sales to UK Retail Investors: | Applicable |
| (iv) Whether TEFRA D or TEFRA C applicable or TEFRA Rules not applicable: | TEFRA D Rules applicable |
| (v) Prohibition of Sales to Belgian Consumers: | Applicable |
| (vi) Singapore Sales to Institutional Investors and Accredited Investors only: | Applicable |

7. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

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| (i) Use of proceeds: | See "Use of Proceeds" in the Base Prospectus |
| (ii) Estimated Net proceeds: | GBP498,820,000 |

8. UK BENCHMARKS REGULATION

UK Benchmarks Regulation: Article 29(2) statement on benchmarks:

Amounts payable under the Notes will, for the period from and including the Optional Redemption Date to, but excluding, the Maturity date, be calculated by reference to SONIA which is provided by the Bank of England. As at the date hereof, the Bank of England does not appear on the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 of Regulation (EU) 2016/1011 as is part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018, as amended from time to time (the "**UK Benchmarks Regulation**"). As far as the Issuer is aware, the Bank of England, as administrator of SONIA, is not required to be registered by virtue of article 2 of the UK Benchmarks Regulation