

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 are USD 33,796,000 Index Linked Redemption Notes Linked to S&P 500 INDEX due January 2027 – Tranche 2 (the "Notes"), with International Securities Identification Number (ISIN) XS2946079519, 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 supplement 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 98,000+ 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 18 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.

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) ¹	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 Information²

Six-months ended April 30, 2024	Six-months ended April 30, 2023 (Restated) ¹	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) ^{2,3}	13.8%	13.7%	14.2%	16.4%
Net interest income	12,955	12,301	25,129	22,717
<p>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.</p> <p>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.</p> <p>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.</p>				

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 are 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: economic growth or contraction trends, consumer saving and spending habits, consumer and corporate borrowing and repayment patterns, unemployment rates, the differing economic trajectories among nations across the globe, global tensions and geopolitical uncertainty; the level of business investment and overall business sentiment; trade; the emergence of a new outbreak of a pandemic or other health crisis; the level of government spending as well as fiscal and monetary policy; the level of activity and volatility of the financial markets; disruptions to energy and other commodity markets; competitiveness; supply chain challenges and labour shortages; the evolution of elevated inflationary pressures; possible stagflation or deflation, monetary policies that are adopted by the Bank of Canada, the Federal Reserve in the U.S., the European Central Bank in the European Union, the Bank of England in the UK 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. Moreover, interest rate changes and actions taken by central banks to manage inflation or the broader economy have implications for the Issuer. The Issuer's financial results are sensitive to changes in interest rates, as described in the "Systemic Risk" section below. For example, a slowdown in economic growth or an

economic downturn could adversely impact employment rates and household incomes, consumer spending, housing prices, corporate earnings and business investment 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 and higher credit losses. In addition to risks arising from monetary policy tightening, risks are also emerging around how governments may continue to seek to recoup pandemic-related support, or any new support provided to deal with emerging economic challenges. This may include, for example, changes to tax policy to address fiscal capacity concerns and to balance budgets in the future.

There are also emerging risks related to wealth and income inequality, as well as changing demographics and immigration, which could impact the labour market, the housing market, inflation, demand and consumer trends, and potentially have broader societal and government policy implications.

Information Technology and Cyber Risks: Information technology risk, cyber risks and third-party risk remain top risks, not only for the financial services sector, but for other industries worldwide. Geopolitical tensions have increased the risk of nation state actors attacking critical infrastructure, including banks and critical third parties (e.g. utilities, telecom providers, etc.). Information technology risk is the risk associated with the use, ownership, operation and adoption of information systems that can result in business interruptions, client service disruptions and loss of confidential information causing financial loss, reputational damage and regulatory fines and penalties. Cybersecurity risk is the risk to the Issuer associated with cyberattacks initiated to disrupt or disable its operations or to expose or damage data. The Issuer continues to be subject to heightened inherent risk of cyberattacks, data breaches, cyber extortion and similar compromises, due to: (i) the size, scale, and global nature of its operations; (ii) its heavy reliance on the internet to conduct day-to-day business activities; (iii) its intricate technological infrastructure; and (iv) its reliance on third-party service providers.

Privacy, Data and Related Risks: The protection and responsible use of personal information are critical to maintaining the Issuer's clients' trust. Privacy risk is defined as the risk of improper creation or collection, use, disclosure, retention or destruction of personal information ("PI") that identifies an individual or can be reasonably used to identify an individual. PI includes the personal information entrusted to the Issuer by its clients and employees. Privacy risk includes the risk of failure to safeguard PI against unauthorized access or use. In addition, the management and governance of the Issuer's data also remains a top risk given the high value attributed to its data for the insights it can generate for clients and communities. Data management risk 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. Resulting implications from failing to manage data and privacy risks could include financial loss, theft of intellectual property and/or confidential information, litigation, enhanced regulatory attention and penalties, as well as reputational damage. 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. Privacy and data related risks have also heightened as a result of the evolving threat landscape, and associated data breach risks.

Regulatory Changes: The ongoing introduction of new or revised regulations requires enhanced focus across the organization on meeting additional regulatory requirements across the multiple jurisdictions in which the Issuer operates. See business segment results on pages 32 to 57 of the 2023 MD&A and pages 12 to 22 of the Second Quarter 2024 MD&A incorporated by reference in the Base Prospectus for information on the Issuer's business segments and the jurisdictions in which it operates. Financial and other reforms that have been implemented or are being implemented, across multiple jurisdictions, such as digital, data and technology reforms, cyber security and anti-money laundering regulations, interest rate benchmark and payments reform, as well as privacy, climate, sustainability

and consumer protection regulatory initiatives, continue to impact the Issuer's operations and strategies and may negatively impact its financial performance, condition and prospects.

KEY INFORMATION ON THE SECURITIES

What are the main features of the securities?

The Notes are Index Linked Redemption due 7 January 2027, with International Securities Identification Number (ISIN) XS2946079519. The currency of this Series of Notes is United States Dollar ("USD"). The Notes have a minimum Specified Denomination of USD 1,000, with a minimum trading size of USD 1,000.

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.

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

Maturity: Subject to any purchase and cancellation or early redemption, each Note will be redeemed on 7 January 2027 at the Final Redemption Amount set out below.

Final Redemption Amount: The Final Redemption Amount is an amount (which may never be less than zero) calculated by the Calculation Agent equal to:

$$\text{Calculation Amount} \times (100.00\% + 60.00\% \times \text{MAX}[0; \text{Final Level} / \text{Initial Level} - 100.00\%])$$

“Final Level” means Reference Level on the Valuation Date

“Valuation Date” means 17 December 2026

“Initial Valuation” means the Reference Level on Initial Valuation Date

“Initial Valuation Date” means 17 December 2024

“Reference Item” means S&P 500 INDEX

“Reference Level” means the official closing level of the Reference Item quoted on the Relevant Exchange or, as the case may be, as calculated and published by the respective Index Sponsor, as determined by or on behalf of the Calculation Agent (or if, in the opinion of the Calculation Agent, no such official closing level can be determined at such time and the relevant day is not a Disrupted Day, the Calculation Agent's good faith estimate of the level 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.

“Trade Date” means 17 December 2024 for Tranche 1 and 10 January 2025 for Tranche 2

Where will the securities be traded?

Application has been made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on the SIX Swiss 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.

Risks relating to Reference Item Linked Notes: an investor's return (if any) will depend upon the performance of the Reference Item. An investment in the Notes entails significant risks that are not associated with similar investments in conventional debt or equity securities and in some circumstances the amount of interest payable on the Notes on an interest payment date may be zero and/or the value of the Notes and/or the amount paid at maturity may be less than the purchase price amount of the Notes and may be zero in which case an investor may lose some or all of the amount it invested in the Notes.

The Notes do not benefit from a protection amount: on the maturity date the amount payable in respect of the Notes may be less than the initial investment amount and purchasers of the Notes are exposed to full loss of their investment due to the lack of protection amount.

Cap on return: the maximum possible return on the Notes will be limited to principal amount of the Notes and the return will not increase even if the Reference Item outperforms the stated maximum return.

Market disruptions: the Calculation Agent may determine that a market disruption event or other adjustment event has occurred which may have an adverse effect on the value of or payment received with respect to the Notes and/or may delay applicable payments or settlement.

Risks relating to Index Linked Notes: the value of the Reference Item on any day will reflect the value of its constituents on such day. Changes in the composition of the Reference Item and factors which either affect or may affect the value of the constituents, will affect the value of the Reference Item and therefore may adversely affect the return on an investment in the Index Linked Notes.

Additional disruption events: if any of Change in Law, Hedging Disruption or Increased Cost of Hedging occur, the Notes will be subject to adjustment or may be redeemed early. The amount due on such redemption may be substantially less than an investor's investment and may in certain circumstances be zero.

KEY INFORMATION ON THE OFFER OF NOTES AND ADMISSION TO TRADING

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 has been made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on the SIX Swiss Exchange with effect from 7 January 2025. Application for Tranche 2 has been made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on the SIX Swiss Exchange with effect from 15 January 2025

Why is this prospectus being produced?

This summary has been produced to fulfil the listing requirements of the Swiss Federal Financial Services Act.

The net proceeds from the issue of Notes have been 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 were USD 33,627,020 (which equals to USD 33,796,000 multiplied by 99.50%), where estimated net proceeds for Tranche 2 were USD 273,625 (which equals to USD 275,000 multiplied by 99.50%)

The Issue Price may include a fee or commission payable to a distributor or third party. Such fee or commission would have been 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 had 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. 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.

PROHIBITION OF OFFER TO PRIVATE CLIENTS IN SWITZERLAND - Other than for the duration of the listing of the Notes on SIX Swiss Exchange 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 of 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.

Final Terms dated 15 January 2025 – Tranche 2



ROYAL BANK OF CANADA
(a Canadian chartered bank)

Legal entity identifier (LEI): ES7IP3U3RHIGC71XBU11

Issue of USD 33,796,000 Index Linked Notes Linked to S&P 500 INDEX due January 2027
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**"). A summary of the Notes is annexed to these Final Terms.

These Final Terms do not relate to a non-exempt public offer or admission to trading on a regulated market for the purposes of the Prospectus Regulation. The Notes will be the subject of Final Terms and will be treated as Non-Exempt Notes and not Exempt Notes for the purposes of the Conditions (notwithstanding anything to the contrary therein) and in each case references therein will be construed accordingly, other than in relation to any reference to publication on the website of the European Securities and Markets Authority. These Final Terms will be deposited with SIX Exchange Regulation Ltd. as review body (*Prüfstelle*) in Switzerland and published according to Article 64 FinSA for the purposes of the listing and admission to trading of the Notes on SIX Swiss Exchange 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.

The Base Prospectus has been published on the website of Euronext Dublin (www.euronext.com/en/markets/dublin) and the Issuer (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.

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|----|---|---|
| 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:
(Condition 1.12) | USD |
| 4. | Aggregate Principal Amount: | USD 33,796,000 (Tranche 2 – USD 275,000) |
| | (i) Series: | USD 33,796,000 |
| | (ii) Tranche: | USD 275,000 |
| 5. | Issue Price: | 99.50 per cent. of the Aggregate Principal Amount |
| 6. | (a) Specified Denominations: | USD 1,000 |
| | (b) Calculation Amount: | USD 1,000 |
| | (c) Minimum Trading Size: | Applicable: USD 1,000 |
| 7. | (i) Issue Date: | 07 January 2025 (Tranche 2 – 15 January 2025) |

	(ii) Interest Commencement Date:	Not Applicable
	(iii) Trade Date:	17 December 2024 (Tranche 2 – 10 January 2025)
8.	Maturity Date:	07 January 2027
9.	Description of Notes:	Not Applicable
10.	Product Terms:	Not Applicable
11.	Interest Basis:	Not Applicable
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 Index Linked Redemption
	(b) Protection Amount:	Not Applicable
13.	Change of Interest Basis:	Not Applicable
14.	Put Option/ Call Option/ Trigger Early Redemption:	Not Applicable
15.	Date Board approval for issuance of Notes obtained:	Not Applicable
16.	Bail-inable Securities:	No
17.	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

18.	Fixed Rate Note Provisions (Condition 4.02/4.02a)	Not Applicable
19.	Floating Rate Note Provisions (Condition 4.03)	Not Applicable
20.	Zero Coupon Note Provisions	Not Applicable
21.	Reference Item Linked Interest Notes	Not Applicable

PROVISIONS RELATING TO REDEMPTION

22.	Call Option (Condition 5.03)	Not Applicable
23.	Put Option (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

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

- (i) Capital Barrier Event: Applicable
- Capital Barrier Event 1
- If a Capital Barrier Event has occurred:
- Final Redemption Amount 3
- If a Capital Barrier Event has not occurred:
- Final Redemption Amount 9
- Final - Initial Level: 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): Not Applicable
- (ix) Relevant Initial Monitoring Date(s): 17 December 2024
- (x) Capital Barrier Level: 100%
- (A) Greater than: Not Applicable
- (B) Equal to or Greater than: Applicable

	(C)	Equal to or Less than:	Not Applicable
	(D)	Less than:	Not Applicable
(xi)	Put Strike Level:		Not Applicable
(xii)	Initial Valuation:		6,050.61
(xiii)	Relevant Valuation:		Relevant Valuation 1
(xiv)	Relevant Reference Performance:		Single Underlying Relevant Reference Performance
(xv)	Floor:		100%
(xvi)	F:		Not Applicable
(xvii)	K:		Not Applicable
(xviii)	LC:		Not Applicable
(xix)	LF:		Not Applicable
(xx)	Cap:		Not Applicable
(xxi)	P%:		40%
(xxii)	X%:		60.00%
(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		Not Applicable
(xxx)	Reference Month(s):		Not Applicable
(xxxi)	Preference Share Linked Notes:		Not Applicable
32.	Multi-Reference Item Linked Notes		Not Applicable
33.	Currency Linked Note Provisions		Not Applicable

34.	Commodity Linked Note Provisions	Not Applicable
35.	Index Linked Note Provisions (Equity Indices only)	Applicable
	(i) Whether the Notes relate to a Basket of Indices or a single Index and the identity of the relevant Index/Indices and details of the relevant Index Sponsor(s) and whether such Index / Indices is a Multi-Exchange Index:	Single Index S&P 500 INDEX (Bloomberg: SPX Index) Index Sponsor(s): Standard & Poor's Multi-Exchange Index: Yes
	(ii) Averaging Date(s):	Not Applicable
	(iii) Observation Period(s):	Not Applicable
	(iv) Observation Date(s):	17 December 2026
	(v) Valuation Date(s):	17 December 2026
	(vi) Valuation Time:	Condition 7.03 applies
	(vii) Specified Level:	Closing Level
	(viii) Additional Disruption Events:	Applicable Change in Law Hedging Disruption Increased Cost of Hedging
	(ix) Index Substitution:	Not Applicable
	(x) Exchange(s):	In relation to each component security included in the Index (each a "Component Security"), the principal stock exchange on which such Component Security is principally traded, as determined by the Calculation Agent
	(xi) Related Exchange(s):	All Exchanges
	(xii) Initial Level:	6,050.61
	(xiii) Hedging Entity:	Not Applicable
	(xiv) Weighting or w:	Not Applicable
	(xv) Common Disrupted Days:	Not Applicable
36.	Equity Linked Note Provisions	Not Applicable
37.	Fund Linked Note Provisions (ETF)	Not Applicable
38.	Credit Linked Note Provisions	Not Applicable

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| 39. | Bond Linked Redemption Note Provisions | Not Applicable |
| 40. | Actively Managed Basket Linked Note Provisions | Not Applicable |
| 41. | Inflation Linked Note Provisions | Not Applicable |
| 42. | Physical Delivery | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 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
100 Bishopsgate
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 has been made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on the SIX Swiss Exchange with effect from 07 January 2025.

No assurances can be given that such application for listing and/or admission to trading will be granted (or, if granted, will be granted by 07 January 2025). The Issuer has no duty to maintain any admission to trading and/or listing of the Notes over their entire lifetime.

Notes admitted to trading and/or listed on the SIX Swiss Exchange may be suspended from trading in accordance with applicable rules and regulations of the SIX Swiss Exchange and in addition the Notes may be de-listed without any further action, if (i) the Issuer or any of its affiliates has prepaid, repaid, repurchased, redeemed or otherwise acquired or holds all the Notes of such Series and (ii) the Issuer has published or caused to be published a notice stating that such Notes have been de-listed with respect to the SIX Swiss Exchange.

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: XS2946079519

(ii) Common Code: 294607951

(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:	137412497
(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>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>England</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:	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 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.
(xii)	SIX Swiss Exchange Listing	Information:		Applicable	<p>Swiss Programme Agent: RBC Capital Markets (Europe) GmbH, Representative Office Lausanne, Rue du Bourg 20, 1002 Lausanne, Switzerland</p> <p>Type of Quoting: The Notes are traded or quoted including accrued interest (dirty trading)</p> <p>Minimum Trading Volume: 1 Note</p> <p>First SIX Swiss Exchange Trading Day: Anticipated to be 07 January 2025</p> <p>Last SIX Swiss Exchange Trading Day: the Maturity Date, trading on SIX Swiss Exchange until official close of trading on SIX Swiss Exchange on that day</p> <p>Representative (for purposes of article 58a of the Listing Rules of the SIX Swiss Exchange): Nastra Attorneys at Law Ltd., Zurich, Switzerland</p>

5. DISTRIBUTION

(a)	If syndicated, names of Managers:	Not Applicable
(b)	If non-syndicated, name of Dealer:	RBC Capital Markets (Europe) GMBH Taunusanlage 17, Frankfurt am Main 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:	Applicable
(h)	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.
(i)	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.

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| (j) | Prohibition of Offer to Private Clients in Switzerland: | Applicable, other than for the duration of the listing of the Notes on SIX Swiss Exchange |
| (k) | Singapore Sales to Institutional Investors and Accredited Investors only: | Applicable |

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. INDEX DISCLAIMER

INFORMATION RELATING TO STANDARD & POOR'S 500 INDEX

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BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN S&P DOW JONES INDICES AND ROYAL BANK, OTHER THAN THE LICENSORS OF S&P DOW JONES INDICES.

8. EU BENCHMARKS REGULATION

As at the date of these Final Terms, STOXX Limited is included in the register of administrators established and maintained by the European Securities and Markets Authority ("ESMA") pursuant to Article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011) (the "BMR").