

## **ROYAL BANK OF CANADA**

### Minutes of the 144th Annual and Special Meeting of Common Shareholders

Calgary, February 28, 2013

The 144th Annual and Special Meeting of Common Shareholders of Royal Bank of Canada was held at the Hyatt Regency Calgary in Calgary, Alberta, on Thursday, February 28, 2013, at 9:00 a.m. (Mountain Standard Time).

#### **Appointment of Secretary and Scrutineers**

In accordance with the By-laws of the Bank and as designated by the directors, David P. O'Brien, Chairman of the Board, acted as Chairman of the meeting and Carol J. McNamara, Vice-President, Associate General Counsel and Secretary, acted as Secretary of the meeting.

The Chairman called the meeting to order and, as authorized by the By-laws, appointed Joseph Chirico and Mark Thompson, representatives of Computershare Trust Company of Canada, to act as scrutineers. He then introduced Allan MacGibbon, Richard Nunn and Michael Lloyd of Deloitte LLP, the Bank's auditor.

#### **Quorum**

The Chairman declared that as a quorum was present, the meeting was properly convened.

#### **President and Chief Executive Officer's Report**

Gordon M. Nixon, President and Chief Executive Officer, then addressed the meeting.

(The Secretary has retained with the records of the Bank a copy of the President and Chief Executive Officer's report to shareholders.)

#### **Business of the Meeting**

##### **Presentation of Auditor's Report, Annual Financial Statements, Proxy Circular and Committee Reports**

The Chairman noted that the shareholders had received the auditor's report and the financial statements, prepared in accordance with International Financial Reporting Standards, and that reports from each of the committees of the Board of Directors had been provided to the shareholders in the Management Proxy Circular.

(The Secretary has retained with the records of the Bank a copy of the 2012 Annual Report, which includes Management's Discussion and Analysis.)

The Chairman called for questions from shareholders on the financial statements. As there were no questions, the Chairman then indicated that shareholders had received the Notice of Meeting and the Management Proxy Circular.

(The Secretary has retained with the records of the Bank a copy of the Notice of Meeting and Management Proxy Circular.)

The Secretary reviewed the voting procedures, stating that only registered shareholders or their proxyholders were entitled to propose, second, or vote on motions at the meeting, and that a simple majority of the votes cast on each matter would constitute approval of the matter, except for Shareholder Proposal No. 9, which would be voted on by special resolution and require approval by at least two-thirds of the votes cast.

---

### Election of Directors

The Chairman proceeded with the election of directors, indicating that the number of directors to be elected had been fixed by the board at 17 and noting that one nominee, David F. Denison, was standing for election to the board for the first time. The Chairman then asked the Secretary to read the names of those proposed for election as directors. The Secretary read the names of the following individuals proposed for election as directors: W. Geoffrey Beattie, David F. Denison, Paule Gauthier, Richard L. George, Timothy J. Hearn, Alice D. Laberge, Jacques Lamarre, Brandt C. Louie, Michael H. McCain, Heather Munroe-Blum, Gordon M. Nixon, David P. O'Brien, J. Pedro Reinhard, Edward Sonshine, Kathleen P. Taylor, Bridget A. van Kralingen and Victor L. Young.

Brian Hjesvold nominated each of the persons named by the Secretary of the Bank to be elected as a director of the Bank to hold office until the close of the next Annual Meeting of Common Shareholders or until their successors are elected or appointed. Tracy Long seconded the nominations.

The Chairman then asked if there were any further nominations. As there were no further nominations, the Chairman called for a motion that the nominations be closed. It was moved by Pam Shaw and seconded by Amir Khalid:

“THAT the nominations be closed and that each of the persons nominated be elected a director of the Bank to hold office until the close of the next Annual Meeting of Common Shareholders, or until their successors are elected or appointed.”

As there was no further discussion, the Chairman put the motion to a vote and a ballot was taken.

### Appointment of the Auditor

The Chairman then requested a motion for the appointment of the auditor. It was moved by Darren Henry and seconded by Hanan Rafih:

“THAT Deloitte LLP be appointed auditor of the Bank until the close of the next Annual Meeting of Common Shareholders.”

The Chairman then put the motion to a vote and a ballot was taken.

### Shareholder Advisory Vote on Executive Compensation

The Chairman introduced the next item of business: the advisory vote to accept the approach to executive compensation disclosed in the Management Proxy Circular. The Chairman noted that the results would not be binding on the board but, in considering the Bank's approach to compensation in the future, the board would take into account the results of the vote, together with other feedback received from shareholders. The Chairman requested a motion for approval of the advisory resolution. It was moved by Judith Ravensbergen and seconded by Tazmoon Ratanshi:

“RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the shareholders accept the approach to executive compensation disclosed in the Management Proxy Circular delivered in advance of the 2013 Annual and Special Meeting of Common Shareholders.”

The Chairman responded to comments from shareholders and then put the motion to a vote and a ballot was taken.

### Shareholder Proposals

The Chairman called on Michelle de Cordova, Director of Corporate Engagement and Public Policy of NEI Investments, which had withdrawn a shareholder proposal that it co-filed with William Davis. Ms. de Cordova commented on issues raised in the proposal and the Chairman responded.

The Chairman then introduced the next item of business: the nine Shareholder Proposals set out in Schedule 'A' to the Management Proxy Circular. The Chairman noted that the responses of the Board of Directors to the Shareholder Proposals and the board's voting recommendations were also set out in the Management Proxy Circular.

The Chairman called on Daniel Thouin of Mouvement d'éducation et de défense des actionnaires (MÉDAC) to present Shareholder Proposals Nos. 1 through 5.

Mr. Thouin presented Shareholder Proposal No. 1 relating to pension plan disclosure, Shareholder Proposal No. 2 relating to equitable treatment under pension plans, Shareholder Proposal No. 3 relating to gender equality in executive positions, Shareholder Proposal No. 4 relating to adoption of an internal pay ratio and Shareholder Proposal No. 5 relating to publication of a summary of the annual meeting.

A shareholder commented and there being no further discussion, the Chairman put the proposals to a vote and a ballot was taken.

The Chairman noted that Lowell Weir, who had submitted Shareholder Proposals Nos. 6 through 9, was not in attendance to present the proposals. The Chairman noted these proposals were set out in the Management Proxy Circular and called for discussion on the proposals. There being no discussion, Shareholder Proposal No. 6 relating to a By-law concerning a shareholder bill of rights, Shareholder Proposal No. 7 relating to revocation of the appointment of the auditor, Shareholder Proposal No. 8 relating to a By-law setting maximum aggregate director remuneration and Shareholder Proposal No. 9 relating to a By-law limiting the number of directors, were put to a vote by the Chairman and a ballot was taken.

### **Video Presentation and Question Period**

The Chairman then introduced a video presentation on how the Bank serves its clients and communities.

The Chairman, Mr. Nixon, Janice R. Fukakusa, Chief Administrative Officer and Chief Financial Officer and David I. McKay, Group Head, Personal & Commercial Banking, then responded to questions and comments from shareholders and proxyholders.

### **Voting Results**

The Chairman received the scrutineers' preliminary report on the results of voting on the matters voted on at the meeting and advised that copies of the scrutineers' report would be available at the information desk after the meeting and voting results posted on the Bank's website. The preliminary voting results were posted on the screens in the meeting room.

- On the election of directors, a substantial majority of the votes cast at the meeting were voted in favour of each of the 17 nominees named in the Management Proxy Circular, as specified below:

<b>Nominee</b>	<b>% Votes For</b>	<b>% Votes Withheld</b>	<b>Nominee</b>	<b>% Votes For</b>	<b>% Votes Withheld</b>
W. Geoffrey Beattie	99.30%	0.70%	Heather Munroe-Blum	99.36%	0.64%
David F. Denison	99.67%	0.33%	Gordon M. Nixon	99.63%	0.37%
Paule Gauthier	97.13%	2.87%	David P. O'Brien	97.08%	2.92%
Richard L. George	99.69%	0.31%	J. Pedro Reinhard	96.94%	3.06%
Timothy J. Hearn	99.62%	0.38%	Edward Sonshine	97.28%	2.72%
Alice D. Laberge	97.37%	2.63%	Kathleen P. Taylor	96.99%	3.01%
Jacques Lamarre	99.05%	0.95%	Bridget A. van Kralingen	97.19%	2.81%
Brandt C. Louie	99.42%	0.58%	Victor L. Young	99.13%	0.87%
Michael H. McCain	96.38%	3.62%			

- 
- On the appointment of the auditor: 96.83% in favour and 3.17% withheld;
  - On approval of the advisory resolution to accept the approach to executive compensation disclosed in the Management Proxy Circular: 93.81% in favour and 6.19% against;
  - Shareholder Proposal No. 1: 2.73% in favour and 97.27% against;
  - Shareholder Proposal No. 2: 2.83% in favour and 97.17% against;
  - Shareholder Proposal No. 3: 5.10% in favour and 94.90% against;
  - Shareholder Proposal No. 4: 2.56% in favour and 97.44% against;
  - Shareholder Proposal No. 5: 2.76% in favour and 97.24% against;
  - Shareholder Proposal No. 6: 2.03% in favour and 97.97% against;
  - Shareholder Proposal No. 7: 1.55% in favour and 98.45% against;
  - Shareholder Proposal No. 8: 3.07% in favour and 96.93% against; and
  - Shareholder Proposal No. 9: 2.70% in favour and 97.30% against.

(The Secretary has retained with the records of the Bank a copy of the scrutineers' report.)

The Chairman thanked the scrutineers and declared that the 17 persons named in the Management Proxy Circular had been duly elected as directors; Deloitte LLP had been appointed as the auditor; the advisory vote on the approach to executive compensation had been approved; and each of the Shareholder Proposals had been defeated.

#### **Closing Remarks and Termination of Meeting**

On behalf of the Board of Directors and shareholders, the Chairman acknowledged the performance and dedication of the Bank's employees.

As there was no further business to transact, the Chairman declared the meeting terminated.

(signed) David P. O'Brien  
Chairman of the Board

(signed) Carol J. McNamara  
Secretary