

# Annual and special meeting of common shareholders

April 10, 2025



## To all shareholders of Royal Bank of Canada

Welcome to the annual and special meeting of common shareholders (the “meeting”) of Royal Bank of Canada (the “bank”).

### Rules of conduct

By attending the meeting, each person agrees to abide by the following rules of conduct. These rules are intended to provide an inclusive, fair, and safe opportunity for registered shareholders and duly appointed proxyholders (including non-registered (beneficial) shareholders who have appointed themselves as proxyholders) attending virtually and in person to participate at the meeting. These rules may be amended or supplemented from time to time by the chair of the meeting.

### Business of the meeting

The only business matters to be conducted at the meeting are the matters set forth in the notice of annual and special meeting of common shareholders and in the 2025 management proxy circular (the “proxy circular”).

### Chair of the meeting

The chair of the meeting has broad authority to conduct the meeting in a manner that is transparent, orderly, timely and fair. The chair may make determinations as to the conduct of the meeting and the procedures to be followed during the meeting, including the administration and interpretation of these rules of conduct.

In the event of a technical malfunction or other disruption that interferes with the ability to continue the meeting, the chair may adjourn, recess, or take such other action that the chair deems appropriate under the circumstances.

Registered shareholders and duly appointed proxyholders who do not comply with a chair decision on procedural matters or these rules of conduct will forfeit the right to continue speaking and, if the registered shareholder or duly appointed proxyholder is present in person, the chair will ask them to leave or be accompanied out of the meeting.

### Respectful conduct

To foster a safe and respectful environment that supports inclusive and fair participation, any behavior that disrupts the orderly conduct of the meeting (including the registration area), compromises safety and security or otherwise interferes with shareholders’ and proxyholders’ rights to participate will not be tolerated. This includes, but is not limited to, verbal harassment, physical aggression or attempts to disrupt or dominate the meeting. Any registered shareholder or duly appointed proxyholder engaging in such conduct before or during the meeting will be asked to leave or be accompanied out of the meeting.

### Security procedures

The safety of those attending or staffing the meeting is our main priority. The following security procedures will be in place for those attending the in-person meeting:

- **Security Check:** Before entry to the in-person meeting, all registered shareholders and duly appointed proxyholders will undergo a security check.
- **Large Item Policy:** Large bags, including backpacks, briefcases and similar-sized items, are not permitted in the meeting room. Small bags are permitted in the meeting room; however, these may be subject to security inspection.
- **Prohibited Items:** Registered shareholders and duly appointed proxyholders are prohibited from bringing food or drink, leaflets, banners, whistles or other disruptive or offensive items into the meeting room.
- **Camera and Recording Policy:** The use of cameras, mobile phones, smartwatches or any recording devices during the meeting is strictly prohibited.

Please plan to arrive early to allow time to pass through registration and security before the meeting starts. Anyone who refuses to comply with these security measures or any other rules in place will be denied entry into the meeting room or will be asked to leave.

## Participating at the meeting

We are committed to holding our meeting in a manner which provides registered shareholders and duly appointed proxyholders with an opportunity to participate in the business of the meeting in a fair, respectful, orderly and timely fashion, and to ask questions and comment on the matters of business of the meeting.

Only registered shareholders and duly appointed proxyholders are entitled to address the meeting either in person or online via the Lumi platform when recognized by the chair.

Those attending the meeting online must log in as a registered shareholder or a duly appointed proxyholder to participate. If you log in as a guest, you will not be able to participate online at the meeting.

### How to submit questions

- **Before the Meeting:** Contact the secretary using the contact details on the back cover of the proxy circular.
- **In Person at the Meeting:** Use the handheld device provided to registered shareholders and duly appointed proxyholders when they check in at the registration desk upon arrival at the meeting. When called upon by the chair to ask your question, please stand and the microphone attendant will come over to you.
- **Online Using the Lumi Platform:**
  - In writing:** Use the “Ask a Question” dialog box on the Lumi platform. Type your full name, whether you are a shareholder or proxyholder, the control number listed on your form of proxy or voting instruction form and your question. Then click the send button. A bank representative will read them at the appropriate time. Please submit questions as soon as possible during the meeting so they can be addressed in a timely manner.
  - Live audio:** Type your phone number, your full name, whether you are a shareholder or a proxyholder and the control number listed on your form of proxy or voting instruction form in the “Ask a Question” dialog box on the Lumi platform. Please also include the general subject matter of your question if it relates to one of the matters of business, in order for you to ask your question at the appropriate time during the meeting. Then click on the send button. A Lumi representative will dial you into the meeting.

Please forward your phone number as soon as possible so that you may be reached in a timely manner. Your phone number will remain confidential and will not be shared with other meeting participants.

## Participation protocols

All questions, comments or remarks must be directed to the chair, and may be submitted in either English or French. If listening by phone, you will not be able to ask questions. Questions related to the matters of business will be addressed during the meeting at the time such matter is being discussed.

In order to give all registered shareholders and duly appointed proxyholders a reasonable opportunity to participate in the business of the meeting, registered shareholders and duly appointed proxyholders are asked to comply with the following participation protocols:

- Any questions, comments or remarks must be focused on the item on the agenda under consideration.
- All questions, comments and remarks must be brief and concise, and are subject to a time limit of one minute.
- Each registered shareholder and duly appointed proxyholder may only ask one question at a time.
- Questions from multiple shareholders on the same topic or that are otherwise related may be grouped, summarized and answered together.

The chair welcomes the opportunity to hear from registered shareholders and duly appointed proxyholders; however, the chair will not address questions or comments that are:

- irrelevant to the business of the meeting;
- related to material non-public information of the bank;
- related to pending or threatened litigation;
- repetitive of statements made by other registered shareholders or duly appointed proxyholders;
- derogatory or defamatory references to any person, entity, or organization;
- by their tone or content, inappropriate, hostile or otherwise disruptive to the meeting of shareholders;
- related to personal matters or concerns, or that are not matters of interest to shareholders generally; or
- out of order or otherwise inappropriate as determined by the chair.

If your question relates to a personal matter, an RBC® representative will contact you after the meeting.

## Shareholder proposals

In accordance with the *Bank Act* (Canada), a shareholder whose proposal is included in the proxy circular must present it personally, or through their duly appointed proxyholder.

## Contact

We are committed to maintaining constructive and transparent dialogue with all of our shareholders, before, during, and after the meeting as well as throughout the year. Please see the back cover of the proxy circular for the contact details of the board chair, secretary and Investor Relations.