



ROYAL BANK OF CANADA
(the Bank)
COMMITTEE CHAIR MANDATE

GENERAL

Committee Chairs of the Board are appointed annually by the members of the Board. Each Committee Chair will be independent as determined by the Board under the Bank's Director Independence Policy. The Committee Chair will not be an officer or employee of the Bank or of an affiliate of the Bank.

A Chair of a Committee of the Board of Directors is responsible for the management and effective performance of the Committee and provides leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the board.

SPECIFIC RESPONSIBILITIES

The Chair of any Committee of the Board of Directors will:

- Chair Committee meetings and ensure that the Committee is properly organized and functions effectively.
- In consultation with the Board Chair, the President and Chief Executive Officer, the relevant member of the Group Executive and the Secretary, plans and organizes activities of the Committee including:
 - the agenda for, frequency of, preparation for, and the conduct of Committee meetings;
 - the quality, quantity and timeliness of the information that goes to the Committee; and
 - ensures that sufficient time is allocated during Committee meetings for effective discussion of agenda items and key issues and concerns.
- Chairs sessions of independent Committee members, ensuring adequate opportunities to discuss issues without management and non-independent directors present.
- As appropriate and in consultation with the Committee, retain, oversee and terminate independent advisers to assist the Committee or its members in fulfillment of their responsibilities.
- Report to the Board of Directors with respect to the activities of the Committee and any recommendations deemed desirable by the Committee.
- Lead the Committee in annually reviewing and assessing the adequacy of its mandate, evaluating its effectiveness and implementing improvements.
- Have unrestricted access to management and employees.
- Foster direct and on-going dialogue with the Office of the Superintendent of Financial Institutions Canada and other regulators, including by representing the Committee at meetings with regulators, when required.

- Represent the Committee at meetings with major shareholders and other stakeholder groups.
- Discuss with the Board Chair and other Committee Chairs issues in common, including ongoing efforts to further enhance Board and Committee processes.
- Where applicable, provides input to the Governance Committee Chair regarding the orientation and continuing education of Committee members.
- Where applicable, provides input to the Governance Committee Chair regarding Committee Chair succession planning.

Approved May 26, 2021