



## ROYAL BANK OF CANADA

(a Canadian chartered bank)

### **5<sup>th</sup> Supplementary Notes Base Prospectus dated June 1, 2020**

#### **Pursuant to the Programme for the Issuance of Securities**

Pages i to 175 (inclusive) of the Notes Base Prospectus dated July 5, 2019, as supplemented by the 1<sup>st</sup> Supplementary Prospectus dated September 2, 2019, by the 2<sup>nd</sup> Supplementary Prospectus dated December 23, 2019, by the 3<sup>rd</sup> Supplementary Prospectus dated February 28, 2020 and by the 4<sup>th</sup> Supplementary Prospectus dated April 15, 2020 (together, the “**Base Prospectus**”) of Royal Bank of Canada (“**RBC**” or the “**Issuer**”) comprise a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC (as amended, the “**Prospectus Directive**”) in respect of notes (“**PD Notes**” or “**Notes**”) to be offered to the public in the European Economic Area and the United Kingdom (the “**UK**”) and/or to be admitted to the Official List of the Financial Conduct Authority (in its capacity as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000 as amended) and admitted to trading on the Regulated Market of the London Stock Exchange plc (the “**London Stock Exchange**”). Pages 176 to 259 (inclusive) of the Notes Base Prospectus dated July 5, 2019, as supplemented by the 1<sup>st</sup> Supplementary Offering Circular dated September 2, 2019, the 2<sup>nd</sup> Supplementary Offering Circular dated December 23, 2019, the 3<sup>rd</sup> Supplementary Offering Circular dated February 28, 2020 and the 4<sup>th</sup> Supplementary Offering Circular dated April 15, 2020 comprise an offering circular (the “**Offering Circular**”), which has been prepared by the Issuer in connection with the issue of Notes other than PD Notes (“**Non PD Notes**”). The Offering Circular has not been reviewed or approved by the Financial Conduct Authority and does not constitute a base prospectus for purposes of the Prospectus Directive.

### **SUPPLEMENTARY PROSPECTUS**

Pages 1 to 5 inclusive of this supplement (the “**5<sup>th</sup> Supplementary Prospectus**”) constitute a supplementary prospectus for the purposes of the Prospectus Directive and for the purposes of Section 87G of the *Financial Services and Markets Act 2000*, as that provision stood immediately prior to July 21, 2019 (the “**FSMA**”) prepared in connection with the programme for the issuance of securities established by RBC (the “**Programme**”). The information on page 6 of this supplement constitutes a supplementary offering circular and does not form part of this 5<sup>th</sup> Supplementary Prospectus.

Terms defined in the Base Prospectus have the same meaning when used in this 5<sup>th</sup> Supplementary Prospectus. The 5<sup>th</sup> Supplementary Prospectus is supplemental to, and shall be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by RBC.

RBC accepts responsibility for the information in this 5<sup>th</sup> Supplementary Prospectus. To the best of the knowledge of RBC, having taken reasonable care to ensure that such is the case, the information contained in this 5<sup>th</sup> Supplementary Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this 5<sup>th</sup> Supplementary Prospectus is to (a) incorporate by reference in the Base Prospectus the Issuer's unaudited Interim Condensed Consolidated Financial Statements (the "**Second Quarter 2020 Unaudited Interim Condensed Consolidated Financial Statements**"), together with Management's Discussion and Analysis (the "**Second Quarter 2020 MD&A**"), for the three- and six- month periods ended April 30, 2020 set out in the Issuer's Second Quarter 2020 Report to Shareholders (the "**Second Quarter 2020 Report to Shareholders**"), (b) include a new statement in respect of no material adverse change and no significant change; (c) update paragraph 3 of the section entitled "General Information" in the Base Prospectus regarding governmental, legal or arbitration proceedings which may have, or have had, a significant effect on the financial position or profitability of the Issuer or of the Issuer and its subsidiaries taken as a whole, and (d) to update the risk factor relating to the coronavirus pandemic ("**COVID-19**") under the risk factors in the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this 5<sup>th</sup> Supplementary Prospectus or any statement incorporated by reference into the Base Prospectus by this 5<sup>th</sup> Supplementary Prospectus and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this 5<sup>th</sup> Supplementary Prospectus or in the Second Quarter 2020 Report to Shareholders incorporated by reference in the Base Prospectus by virtue of this 5<sup>th</sup> Supplementary Prospectus (including without limitation the information set out at pages 5 to 6 of the Second Quarter 2020 Report to Shareholders under the heading "Significant developments: COVID-19"), no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of PD Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

## **DOCUMENTS INCORPORATED BY REFERENCE**

The Second Quarter 2020 Unaudited Interim Condensed Condolitated Financial Statements, together with the Second Quarter 2020 MD&A, set out on pages 2 through 83 (excluding page 52 of the same) of the Second Quarter 2020 Report to Shareholders are, by virtue of this 5<sup>th</sup> Supplementary Prospectus, incorporated in, and form part of, the Base Prospectus. The remainder of the Second Quarter 2020 Report to Shareholders is either covered elsewhere in the Base Prospectus or is not relevant for investors.

The Second Quarter 2020 Report to Shareholders, which includes the Second Quarter 2020 Unaudited Interim Condensed Consolidated Financial Statements and Second 2020 MD&A have been filed with Morningstar plc (appointed by the Financial Conduct Authority to act as the National Storage Mechanism), are available for viewing at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and have been announced via the Regulatory News Service operated by the London Stock Exchange.

For the avoidance of doubt, any document incorporated by reference in the Second Quarter 2020 Unaudited Interim Condensed Consolidated Financial Statements, Second Quarter 2020 MD&A and Second Quarter 2020 Report to Shareholders shall not form part of this 5<sup>th</sup> Supplementary Prospectus.

Copies of this 5<sup>th</sup> Supplementary Prospectus, the Base Prospectus and the documents incorporated by reference in either of these can be (i) viewed on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> under the name of the Issuer and the headline "Publication of Prospectus"; and (ii) obtained on written request and without charge from (a) the Issuer at 20<sup>th</sup> Floor, 200 Bay Street, Toronto, Ontario, Canada M5J 2J5, Attention: Investor Relations, and (b) the office of the Issuing and Paying Agent, The Bank of New York Mellon, London Branch, One Canada Square, London E14 5AL, United Kingdom, Attention: Manager,

EMEA Corporate & Sovereign. Certain of the documents incorporated by reference in the Base Prospectus and this 5<sup>th</sup> Supplementary Prospectus may be viewed by accessing the Issuer's disclosure documents through the Internet (a) at the Canadian System for Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com) (an internet based securities regulatory filing system), and (b) at the United States Securities and Exchange Commission's website at <http://www.sec.gov>. These websites are not incorporated in, and do not form part of, the Base Prospectus.

### **STATEMENT OF NO MATERIAL ADVERSE CHANGE**

Except as disclosed in the section entitled "Significant Developments: COVID-19" on pages 5 to 6 of the Second Quarter 2020 Report to Shareholders and as disclosed in "Impact of Pandemic Risk Factor" below, since October 31, 2019, the date of its last published audited consolidated financial statements, there has been no material adverse change in the prospects of the Issuer and its subsidiaries taken as a whole.

### **STATEMENT OF NO SIGNIFICANT CHANGE**

Since April 30, 2020, the last day of the financial period in respect of which the most recent unaudited interim condensed consolidated financial statements of the Issuer have been prepared, there has been no significant change in the financial position of the Issuer and its subsidiaries taken as a whole.

### **AMENDMENT TO STATEMENT REGARDING GOVERNMENTAL, LEGAL OR ARBITRATION PROCEEDINGS**

Paragraph 3 of the section entitled "General Information" on page 170 of the Base Prospectus is hereby deleted in its entirety and replaced with the following:

"Other than the matters disclosed under the subsection entitled "Tax examinations and assessments" in Note 23 of the 2019 Audited Consolidated Financial Statements set out on page 198 of the Issuer's 2019 Annual Report, and the matters disclosed (with the exception of the subsection entitled "Other matters") in Note 26 of the 2019 Audited Consolidated Financial Statements set out on pages 201 and 202 of the Issuer's 2019 Annual Report as updated by the litigation matters disclosed in Note 10 of the Issuer's Second Quarter 2020 Unaudited Interim Condensed Consolidated Financial Statements set out on page 81 of the Issuer's Second Quarter 2020 Report to Shareholders and in each case incorporated by reference herein, there are no, nor have there been any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) which may have, or have had during the twelve months prior to the date of this document, individually or in the aggregate, a significant effect on the financial position or profitability of the Issuer or of the Issuer and its subsidiaries taken as a whole".

### **IMPACT OF PANDEMIC RISK FACTOR**

By virtue of the Bank's 4<sup>th</sup> Fourth Supplementary Prospectus dated April 15, 2020, under the section "RISK FACTORS" on pages 26 to 58 of the Base Prospectus, a new risk factor was added as the second paragraph under "1. Factors which are material for the purpose of assessing risks associated with the Issuer" on page 27 of the Base Prospectus. This risk factor is deleted and replaced with the following:

### *“Impact of pandemic*

Pandemics, epidemics or outbreaks of an infectious disease in Canada or worldwide could have an adverse impact on the Issuer’s business, including changes to the way the Issuer operates and on its financial results and condition. During the second quarter of 2020, the spread of the COVID-19 pandemic adversely affected the Issuer’s business and caused uncertainty in the global economy and it continues to pose risks to the global economy, the Issuer’s clients and its business operations. Governments and regulatory bodies in affected areas have imposed a number of measures designed to contain the pandemic, including widespread business closures, travel restrictions, quarantines, and restrictions on gatherings and events. These measures are significantly impacting global economic activity and contributing to increased market volatility and changes to the macroeconomic environment. As impacts continue to materialize, the effects of the disruption on the Issuer’s business strategies and initiatives have adversely affected and may continue to adversely affect the Issuer’s financial results, including the realization of credit, market, or operational risk losses.

Governments, monetary authorities, regulators and financial institutions, including the Issuer, have taken actions to support the economy and financial system. These actions include fiscal, monetary and other financial measures to increase liquidity, and provide financial aid to individual, small business, commercial and corporate clients. Additionally, regulatory relief measures in support of financial institutions has also been provided. For more information on these programs, refer to the Relief programs, Liquidity and funding risk and Capital management sections of the Second Quarter 2020 MD&A incorporated by reference in the Base Prospectus.

The Issuer is closely monitoring the potential continued effects and impacts of the COVID-19 pandemic, which is a rapidly evolving situation. Uncertainty remains as to the full impacts of COVID-19 on the global economy, financial markets, and the Issuer, including on its financial results, regulatory capital and liquidity ratios and ability to meet regulatory and other requirements. The ultimate impacts will depend on future developments that are highly uncertain and cannot be predicted, including the scope, severity, duration and the possibility of subsequent waves of the pandemic, and the effectiveness of actions and measures taken by government, monetary and regulatory authorities and other third parties. With respect to client relief programs, the Issuer may face challenges, including increased risk of client disputes, litigation, government and regulatory scrutiny as a result of the effects of the COVID-19 pandemic on market and economic conditions and actions government authorities take in response to those actions. The Issuer may also face increased operational and reputational risk and financial losses such as higher credit losses amongst other things, depending on the effectiveness of these programs for the Issuer’s individual, small business, commercial and corporate clients. The effectiveness of these programs will depend on the duration and scale of COVID-19 and will vary by region and industry, with varying degrees of benefit to the Issuer’s clients.

The COVID-19 pandemic has and may continue to result in disruptions to the Issuer’s clients and the way in which it conducts its business, including the closure of certain branches, increased staff working off premise, and changes to the Issuer’s operations due to higher volumes of client requests, as well as disruptions to key suppliers of the Issuer’s goods and services. These factors have and may continue to adversely impact the Issuer’s business operations and the quality and continuity of service to customers. To date, the Issuer has taken proactive measures through its business continuity plans and its crisis management teams have increased their efforts to preserve the well-being of the Issuer’s employees and its ability to serve clients. Additionally, the Issuer has launched various relief programs beyond the available government programs to further support its clients in financial need. For more information on the Issuer’s relief programs, refer to the Relief programs section of the Second Quarter 2020 MD&A incorporated by reference in the Base Prospectus.

In addition to the impact that the COVID-19 pandemic has on the Issuer's business, it may also continue to increase financial stress on its clients. This could lead to increased pressure on the Issuer's individual clients as well as on the financial performance of its small business, commercial and corporate clients in conjunction with operational constraints due to the impacts of social distancing, including but not limited to continued closures or reduced operating hours, lost sales opportunities and/or increased operating costs, which could result in higher than expected credit losses for the Issuer.

If the COVID-19 pandemic is prolonged, including the possibility of subsequent waves, or further diseases emerge that give rise to similar effects, the adverse impact on the economy could deepen and result in further volatility and declines in financial markets. Moreover, it remains uncertain how the macroeconomic environment, societal and business norms will be impacted following this pandemic. Unexpected developments in financial markets, regulatory environments, or consumer behaviour and confidence may have adverse impacts on the Issuer's financial results and condition, business operations and reputation, for a substantial period of time.

In virtually all aspects of the Issuer's operations, the Issuer's view of risks is not static. Consistent with its Enterprise Risk Management Framework (ERMF), the Issuer continues to evaluate top risks which are evolving and emerging risks arising from the impacts of the COVID-19 pandemic, including:

- Information Technology (IT) and Cyber risks have increased as malicious activities are creating more threats for cyber-attacks including COVID-19 phishing emails, malware-embedded mobile apps that purport to track infection rates, and targeting of vulnerabilities in remote access platforms as companies move to telework arrangements. The Issuer's IT and cyber controls are operating effectively and it is continuing to monitor the threat landscape.
- Privacy, Data and Third Party risks have also heightened as the use of telework arrangements have become common practice. As the Issuer's employees continue to work from home, the Issuer is continuously monitoring and enforcing best practices as it seeks to maintain the privacy and confidentiality of all sensitive information. The Issuer's security awareness program is required to be completed by each employee annually and includes cyber awareness training on managing risks while working remotely. Third party providers critical to the Issuer's operations are being monitored for any impact on their ability to deliver services, including fourth party risk.
- Canadian Housing and Household Indebtedness risks have increased as a result of a rise in unemployment and decline in labour participation. While interest rate cuts, government support programs and relief programs offered by banks will help many households, concerns related to housing affordability in certain markets and levels of Canadian household debt were already elevated before the additional challenges brought on by the COVID-19 pandemic and could continue to rise if the COVID-19 pandemic worsens, resulting in, among other things, higher credit losses."

## SUPPLEMENTARY OFFERING CIRCULAR

Page 6 of this Supplement (the “**5<sup>th</sup> Supplementary Offering Circular**”) constitutes a supplement to the Offering Circular and is prepared in connection with the Programme for the Issuance of Securities established by RBC.

Terms defined in the Offering Circular have the same meaning when used in this 5<sup>th</sup> Supplementary Offering Circular. The 5<sup>th</sup> Supplementary Offering Circular is supplemental to, and shall be read in conjunction with, the Offering Circular and any other prior supplements to the Offering Circular issued by RBC (together, the “**Offering Circular**”).

**NEITHER THE OFFERING CIRCULAR NOR THIS 5<sup>TH</sup> SUPPLEMENTARY OFFERING CIRCULAR TO THE OFFERING CIRCULAR HAVE BEEN REVIEWED OR APPROVED BY THE FINANCIAL CONDUCT AUTHORITY AND THE OFFERING CIRCULAR DOES NOT CONSTITUTE A PROSPECTUS FOR THE PURPOSE OF THE PROSPECTUS DIRECTIVE.**

RBC accepts responsibility for the information in this 5<sup>th</sup> Supplementary Offering Circular. To the best of the knowledge of RBC, having taken reasonable care to ensure that such is the case, the information contained in this 5<sup>th</sup> Supplementary Offering Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

This 5<sup>th</sup> Supplementary Offering Circular is supplemental to, and should be read in conjunction with, the Offering Circular. This 5<sup>th</sup> Supplementary Offering Circular is to be read in conjunction with the following sections of the 5<sup>th</sup> Supplementary Prospectus (as amended herein):

- (i) Documents Incorporated by Reference;
- (ii) Statement of no Material Adverse Change;
- (iii) Statement of No Significant Change;
- (iv) Amendment to Statement Regarding Governmental, Legal or Arbitration Proceedings; and
- (v) Impact of Pandemic Risk Factor

each of which will be deemed to be incorporated by reference herein, save that references to “**Base Prospectus**” shall be deemed to be to the “**Offering Circular**”, references to “**5<sup>th</sup> Supplementary Prospectus**” shall be deemed to be to the “**5<sup>th</sup> Supplementary Offering Circular**” and, references to “**Notes**” shall be deemed to be reference to “**Non PD Notes**”.

To the extent that there is any inconsistency between (a) any statement in this 5<sup>th</sup> Supplementary Offering Circular or any statement incorporated by reference into the Offering Circular by this 5<sup>th</sup> Supplementary Offering Circular and (b) any other statement in, or incorporated by reference in, the Offering Circular, the statements in (a) above will prevail.

Save as disclosed in this 5<sup>th</sup> Supplementary Offering Circular, no significant new factor, material mistake or inaccuracy relating to the information included in the Offering Circular which is capable of affecting the assessment of Non PD Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Offering Circular.