3RD SUPPLEMENTARY PROSPECTUS DATED JANUARY 3, 2024

ROYAL BANK OF CANADA

(a Canadian chartered bank)

Structured Securities Base Prospectus

Pursuant to the Programme for the Issuance of Securities

This Supplement (the "**Supplement**") to the base prospectus dated July 14, 2023 (the "**Original Base Prospectus**"), as supplemented by the 1st Supplementary Prospectus dated August 29, 2023 and the 2nd Supplementary Prospectus dated December 18, 2023 (the Original Base Prospectus together with the 1st Supplementary Prospectus dated August 29, 2023 and the 2nd Supplementary Prospectus dated December 18, 2023, the "**Base Prospectus**") which comprises a base prospectus under Article 8 of Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") for Royal Bank of Canada ("**RBC**", the "**Bank**" or the "**Issuer**"), constitutes a supplementary prospectus in respect of the Base Prospectus for RBC for the purposes of Article 23.1 of the Prospectus Regulation and is prepared in connection with the Programme for the Issuance of Securities established by RBC.

This Supplement has been approved by the Central Bank of Ireland as Irish competent authority under the Prospectus Regulation. The Central Bank of Ireland only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Bank as an issuer, nor as an endorsement by the Central Bank of Ireland of the quality of Securities that may be issued under the Programme. Investors should make their own assessment as to the suitability of investing in such Securities.

Such approval relates only to the Securities which are to be admitted to trading on the regulated market of the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") or other regulated markets for the purposes of Directive 2014/65/EU (as amended) and/or which are to be offered to the public in any member state of the European Economic Area in circumstances that require the publication of a prospectus.

The Issuer produced listing particulars dated July 14, 2023 as supplemented by the 1st Supplementary Prospectus dated August 29, 2023 and the 2nd Supplementary Prospectus dated December 18, 2023 (the "**Listing Particulars**") for the purposes of listing on the Global Exchange Market of Euronext Dublin. The Listing Particulars do not constitute a "prospectus" for the purposes of the Prospectus Regulation. This Supplement constitutes "supplementary listing particulars" for the purpose of listing on the Global Exchange Market of Euronext Dublin. These supplementary listing particulars have been approved by Euronext Dublin for the purposes of listing on its Global Exchange Market.

Terms defined in the Base Prospectus have the same meaning when used in this Supplement. This Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus.

RBC accepts responsibility for the information contained in this Supplement. To the best of the knowledge of RBC, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to incorporate by reference in the Base Prospectus the Issuer's press release dated December 21, 2023 relating to the federal Minister of Finance's approval for the Issuer to proceed with the acquisition of HSBC Bank Canada (the "**Press Release**").

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement; 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 the Press Release incorporated by reference in the Base Prospectus by virtue of this Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus which may affect the assessment of Securities issued under the Programme has arisen or been noted, as the case may be, since the approval by the Central Bank of Ireland and Euronext Dublin of the 2nd Supplementary Prospectus dated December 18, 2023.

With respect to an offer of Securities to the public, investors who have agreed to purchase or subscribe for securities before this Supplement is published have the right, exercisable before the end of the period of three working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances. This right to withdraw will expire by close of business on January 5, 2024. Investors who decide to exercise their right of withdrawal may do so by notifying the banks and financial entities that have agreed to place the Securities and that are identified in the applicable Final Terms of the Securities.

DOCUMENTS INCORPORATED BY REFERENCE

The Press Release is, by virtue of this 3rd Supplementary Prospectus, incorporated in, and forms part of, the Base Prospectus.

The Press Release is available for viewing at:

https://www.rbc.com/newsroom/news/article.html?article=125860

For the avoidance of doubt, any document incorporated by reference in the Press Release shall not form part of this Supplement.

The Press Release and copies of this Supplement are available for inspection from *https://www.rbc.com/investor-relations/european-senior-notes-program.html*. Certain of the documents incorporated by reference in the Base Prospectus or this Supplement may be viewed by accessing the Issuer's disclosure documents through the Internet at the Canadian System for Electronic Document Analysis and Retrieval at *www.sedarplus.ca* (an internet based

securities regulatory filing system). Any websites referenced in this Supplement other than in respect of the information incorporated by reference are for information purposes only and do not form part of this Supplement or the Base Prospectus and each of the Central Bank of Ireland and Euronext Dublin has neither scrutinised nor approved the information contained therein.