PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Covered Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended). Consequently, no key information document required by Regulation (EU) No. 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Covered Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No. 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "EUWA"); (ii) a customer within the meaning of the provisions of the UK Financial Services and Markets Act (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 (as amended) as it forms part of domestic law of the UK by virtue of the EUWA (the "UK Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No. 1286/2014 (as amended) as it forms part of domestic law of the UK by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Covered Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

## Final Terms dated October 28, 2025



# ROYAL BANK OF CANADA (a Canadian chartered bank)

Legal entity identifier (LEI): ES7IP3U3RHIGC71XBU11

Issue of USD5,000,000,000 Floating Rate Covered Bonds due October 30, 2030 under the

€75,000,000,000

Global Covered Bond Programme
unconditionally and irrevocably guaranteed as to payments by
RBC COVERED BOND GUARANTOR
LIMITED PARTNERSHIP

(a limited partnership formed under the laws of Ontario)

THESE COVERED BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY CANADA MORTGAGE AND HOUSING CORPORATION ("CMHC") NOR HAS CMHC PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DISCLOSURE DOCUMENT. THESE COVERED BONDS ARE NOT INSURED OR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.

THE COVERED BONDS DESCRIBED IN THESE FINAL TERMS HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR ANY OTHER APPLICABLE U.S. STATE SECURITIES LAWS AND, ACCORDINGLY, MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS EXCEPT THAT THE COVERED BONDS MAY BE OFFERED OR SOLD TO QUALIFIED INSTITUTIONAL BUYERS IN RELIANCE UPON RULE 144A UNDER THE SECURITIES ACT.

## PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "Conditions") set forth in the Prospectus dated July 9, 2025 and the supplement to it dated August 28, 2025, which together constitute a base prospectus (the "Prospectus") for the purposes of Article 8 of the UK Prospectus Regulation. This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 8 of the UK Prospectus Regulation and must be read in conjunction with the Prospectus in order to obtain all relevant information. The Prospectus and all documents incorporated by reference therein are available for viewing at <a href="https://www.rbc.com/investor-relations/covered-bonds.html">https://www.rbc.com/investor-relations/covered-bonds.html</a> and copies may be obtained from the offices of the Issuer, 20th Floor, 200 Bay Street, Toronto, Ontario, Canada M5J 2J5, and the offices of the Issuing and Paying Agent, 160 Queen Victoria Street, London EC4V 4LA, England.

1. (i) Series Number: CB99

(ii) Tranche Number: 1

(iii) Date on which the Covered Not Applicable

Bonds become fungible:

2. Specified Currency or Currencies: United States Dollars ("USD")

3. Aggregate Principal Amount:

(i) Series: USD5,000,000,000

(ii) Tranche: USD5,000,000,000

4. Issue Price: 100.000 per cent. of the Aggregate Principal Amount

5. (i) Specified Denominations: Minimum denomination of USD200,000 and integral multiples

of USD1,000 in excess thereof

(ii) Calculation Amount: USD1,000

6. (i) Trade Date: October 23, 2025

(ii) Issue Date: October 30, 2025

(iii) Interest Commencement Issue Date

Date:

7. (i) Final Maturity Date: The Specified Interest Payment Date falling on or around

October 30, 2030

(ii) **Extended Due for Payment** Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee:

The Specified Interest Payment Date falling on or around October 30, 2031

Interest Basis: 8.

SOFR +0.650 per cent. per annum Floating Rate from (and including) the Interest Commencement Date up to (but excluding) the Final Maturity Date

If applicable, in accordance with paragraph 14 below, SOFR +0.650 per cent. per annum Floating Rate from (and including) the Final Maturity Date up to (but excluding) the Extended Due for Payment Date to the extent payment of the Final Redemption Amount is deferred until the Extended Due for Payment Date in accordance with Condition 6.01 (further particulars specified in paragraphs 13 and 14 below)

9. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Covered Bonds shall be redeemed on the Maturity Date at

par

10. Change of Interest Basis: Not Applicable (see paragraphs 8 and 14)

11. Put Option /Call Option: Not Applicable

12. Date of Board approval for issuance Not Applicable

of Covered Bonds obtained:

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. **Fixed Rate Covered Bond** 

**Provisions** 

Not Applicable

14. Floating Rate Covered Bond

**Provisions** 

Applicable

(i) Specified Period(s): Not Applicable

(ii) Specified Interest Payment From (but excluding) the Issue Date to, and including, the Final Dates: Maturity Date, January 30, April 30, July 30 and October 30 of each year From (but excluding) the Final Maturity Date to, and including, the Extended Due for Payment Date (or, if earlier, the Specified Interest Payment Date on which the Covered Bonds are redeemed in full), the 30th day of each month Subject to adjustment in accordance with the Business Day Convention specified in paragraph 14(iv) below (iii) First Interest Payment For the period from and including the Issue Date to (but Date: excluding) the Final Maturity Date, the Specified Interest Payment Date falling on or nearest to January 30, 2026 For the period from and including the Final Maturity Date to (but excluding) the Extended Due for Payment Date, the Specified Interest Payment Date falling or nearest to November 30, 2030 (iv) **Business Day Convention:** Modified Following Business Day Convention (v) Business Centre(s): New York and Toronto (vi) Manner in which the Screen Rate Determination Rate(s) of Interest is/are to be determined: (vii) Party responsible for RBC Capital Markets, LLC, shall be the Calculation Agent calculating the Rate(s) of Interest and Interest Amount(s): (viii) Screen Rate Determination: Applicable Reference Rate: **SOFR** Compounded Daily SONIA Not Applicable Observation Convention: Compounded SOFR **SOFR Index Convention** Convention: Compounded Daily €STR Not Applicable Convention:

SONIA Compounded Index: Not Applicable

Interest Determination Two U.S. Government Securities Business Days prior to each Date(s): Specified Interest Payment Date (or any earlier date on which interest becomes due and payable) **SARON Calculation** Not Applicable Method: **SARON Observation** Not Applicable Method: Relevant Number: Not Applicable Relevant Screen Page: Not Applicable Relevant Time: Not Applicable Reference Banks: Not Applicable ISDA Definitions: 2021 ISDA Definitions Relevant Financial Centre: Not Applicable Principal Financial Centre: Not Applicable Observation Look-back Two U.S. Government Securities Business Days Period: ISDA Determination: Not Applicable (ix) (x) Linear Interpolation: Not Applicable + 0.650 per cent. per annum (xi) Margin(s): Minimum Rate of Interest: Not Applicable (xii) Maximum Rate of Interest: (xiii) Not Applicable Actual/360 (adjusted) (xiv) Day Count Fraction:

-6-

Not Applicable

**Zero Coupon Covered Bond** 

**Provisions** 

15.

#### PROVISIONS RELATING TO REDEMPTION

16. **Call Option** Not Applicable

17. **Put Option** Not Applicable

18. Final Redemption Amount of

each Covered Bond

USD1,000 per Calculation Amount

19. Early Redemption Amount

Early Redemption Amount(s) payable on redemption for taxation reasons or illegality or upon acceleration following an Issuer Event of Default or Guarantor LP Event of Default or other early redemption:

USD1,000 per Calculation Amount

Early Redemption Amount includes amount in respect of accrued

interest:

No: together with the Early Redemption Amount, accrued interest shall also be paid

#### **GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS**

20. Form of the Covered Bonds: Registered Covered Bonds:

Regulation S Global Covered Bond registered in the name of a nominee for DTC and exchangeable only after an Exchange

**Event** 

Rule 144A Global Covered Bond registered in the name of a nominee for DTC and exchangeable only after an Exchange

**Event** 

21. New Global Covered Bond

No

22. Global Covered Bond held under the New Safekeeping Structure:

No

23. Financial Centre(s) or other special provisions relating to payment dates:

Toronto and New York

24. Talons for future Coupons to be No attached to Definitive Covered Bonds (and dates on which such Talons mature):

25. Euro Conversion Rate: The Aggregate Principal Amount of the Covered Bonds has

been translated into Euros at the rate of Euro 1.00 = USD

1.16183

26. Branch of Account: Main Toronto Branch located at the Executive Offices at the

address indicated at the back of the Prospectus

## Third Party Information:

The ratings explanations set out in Item 2. "Ratings" of Part B have been extracted from websites of Moody's, Fitch and DBRS (as applicable), as indicated. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by Moody's USA, Fitch Ratings, Inc. and DBRS Canada, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

Signed on behalf of the Managing GP for and on behalf of the Guarantor LP:

By: \_\_\_\_\_

Duly authorized

Duly authorized

Duly authorized

#### **PART B - OTHER INFORMATION**

#### 1. LISTING

- (i) Listing and admission to Application has been made by the Issuer (or on its behalf) for trading: the Covered Bonds to be admitted to the Official List of the FCA and to trading on the Main Market with effect from October 30, 2025
- (ii) Estimate of total expenses GBP 6,500 related to admission to trading:

#### 2. RATINGS

Ratings: The Covered Bonds have been rated:

Moody's: Aaa

Obligations rated Aaa are judged to be of the highest quality, with minimal risk (Source: Moody's, https://ratings.moodys.io/ratings)

Fitch: AAA

AAA ratings denote the lowest expectation of default risk. They are assigned only in cases of exceptionally strong capacity for payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events.

(Source: Fitch,

https://www.fitchratings.com/products/rating-definitions#rating-scales)

DBRS: AAA

Highest credit quality. The capacity for the payment of financial obligations is exceptionally high and unlikely to be adversely affected by future events. (Source: DBRS, <a href="https://dbrs.morningstar.com/media/DBRSM-Product-Guide.pdf">https://dbrs.morningstar.com/media/DBRSM-Product-Guide.pdf</a>)

#### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale and Transfer and Selling Restrictions", so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the Guarantor LP and their affiliates in the ordinary course of business, for which they received or will receive customary compensation and, as applicable, without regard to the Issuer, the Bond Trustee, the Holders of the Covered Bonds or the Guarantor LP.

#### **OPERATIONAL INFORMATION** 4.

(i) ISIN Code: Reg S: USC7976PAL07

144A: US780082AZ64

(ii) Common Code: Reg S: 322400187

144A: 322400179

(iii) CFI: See the website of the Association of National Numbering

> Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the

ISIN

(iv) FISN: See the website of the Association of National Numbering

> Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the

ISIN

(v) WKN Code or any other Not Applicable

relevant codes:

(vi) CUSIP: Reg S: C7976PAL0

144A: 780082AZ6

(vii) CINS: Not Applicable

(viii) Any clearing system(s) other Not Applicable

> than Euroclear Bank SA/NV, Clearstream Banking S.A., DTC, CDS, their addresses and the relevant identification number(s):

(ix) Delivery Delivery free of payment

- (x) Name(s) and address(es) of Not Applicable additional Paying Agent(s) or Transfer Agent(s):
- (xi) Intended to be held in a manner which would allow Eurosystem eligibility:

No. Whilst the designation is specified as "no" at the date of these Final Terms should the Eurosystem eligibility criteria be amended in the future such that the Covered Bonds are capable of meeting them the Covered Bonds may then be deposited with one of the ICSDs as common safekeeper and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Covered Bonds will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

#### 5. DISTRIBUTION

(i) U.S. Selling Restrictions: The Covered Bonds are being sold in Canada only.

Regulation S, compliance Category 2; TEFRA Rules not

applicable; Rule 144A eligible

(ii) Canadian selling restrictions: The Covered Bonds are being sold, offered and distributed

by the Dealer on a private placement basis as exempt securities pursuant to applicable securities laws and are only sold, offered and distributed to "accredited investors" as

defined pursuant to applicable securities laws

(iii) Prohibition of Sales to EEA App

Retail Investors:

Applicable

(iv) Prohibition of Sales to UK

Retail Investors:

Applicable

(vi) Singapore Sales to

Institutional Investors and Accredited Investors only:

Applicable

#### 6. PROCEEDS

(i) Use of Proceeds As specified in the Base Prospectus

(ii) Estimated Net Proceeds: USD5,000,000,000